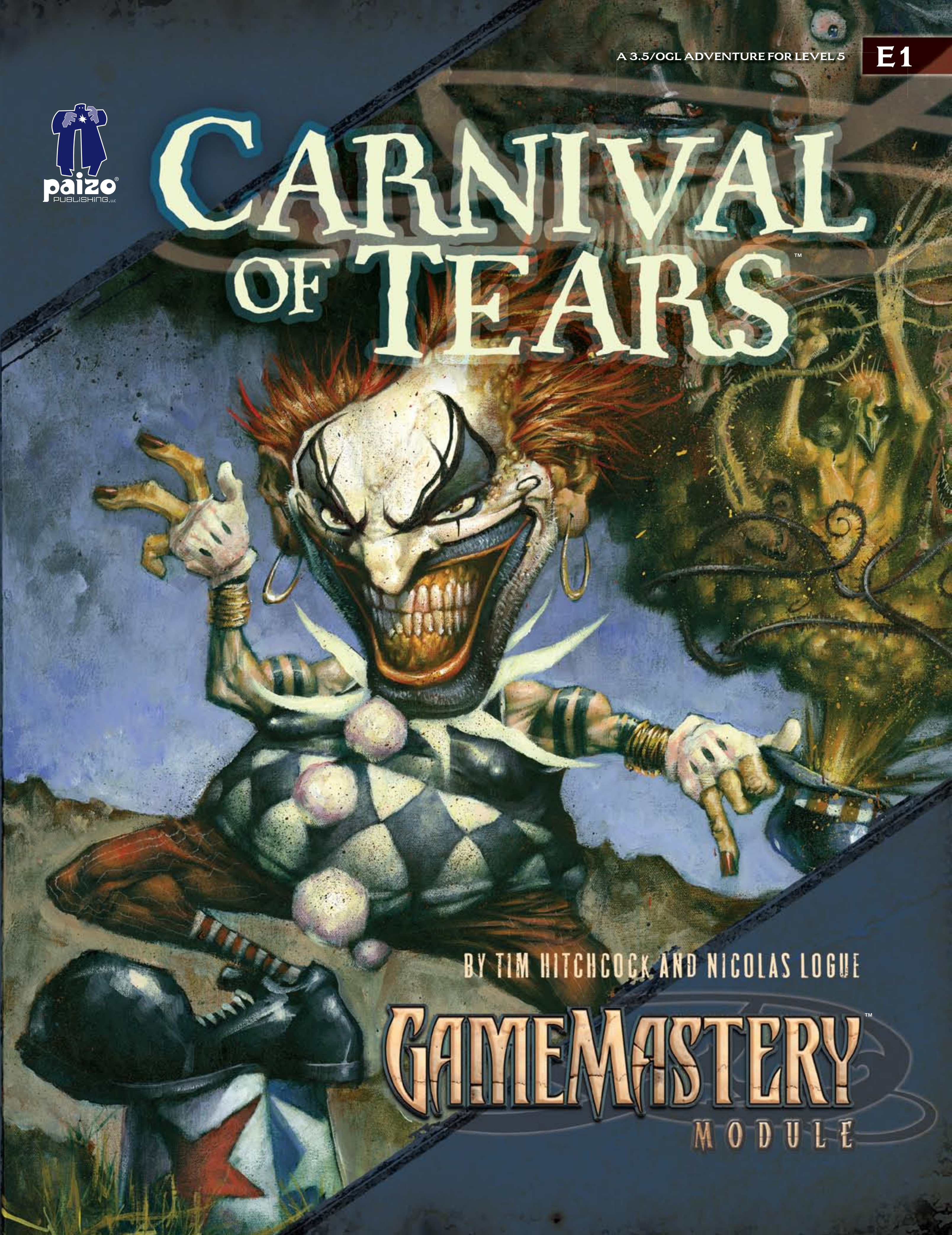
A 3.5/OGL ADVENTURE FOR LEVEL 5

E1

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CARNIVAL OF TEARS™



BY TIM HITCHCOCK AND NICOLAS LOGUE

GAMEMASTERY™ MODULE


Carnival of Tears
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CT18
Tent of Illusions
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The Monster Gradzaal
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CARNIVAL OF TEARS

GAMEMASTERY MODULE E1
EVENT ADVENTURE

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E1: Carnival of Tears is a GameMastery Module designed for four 5th-level characters. By the end of this module, characters should reach 6th level. This module is designed for play in the Pathfinder Chronicles™ campaign setting, but can easily be dropped into any world. This module is compliant with the Open Game License (OGL) and is suitable for use with the world's most popular fantasy roleplaying game.

The OGL can be found on page 31 of this product.

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Long before man or dwarf took his first breath, when the First World was but newly sprung from the bosom of existence, the fey walked the primal woods and frolicked in fields of splendor only glimpsed now in the wildest of dreams. Sages say their world fell in a cataclysm next to which such calamities as earthquakes, tempests, and volcanoes pale in comparison. Although their world is gone, they linger still, hiding in knots of trees, the shadow of an oak stump, beneath the frog's lily, and even in the whisper of the wind. They have watched us for millennia.

Few have ever seen a fey, but those who do encounter them speak to their mercurial nature. The children of the First World possess both love and wrath in proportions that far exceed the temperament of any mortal creature. They find delight in all things, and the more intense the experience, the better. They are the incarnation of innocence one moment and sinister beyond measure the next. They are wonders at play and sensual when pleased—but when their ire is raised the vengeance they exact is pure nightmare.

THE PATHFINDER CHRONICLES

Adventure Background

Namdrin Quinn should have amounted to nothing more than a rootless vagabond performer and sometime thief, no doubt destined for a young death and a shallow grave. But love intervened. When a constable named Tessa Kelrand caught the handsome young half-elf robbing a temple, she changed his life forever. Tessa tamed Namdrin—first with her sword, then with her heart. She fell as hard as he after their first clash, and their scandalous affair blossomed into romance. Tessa turned in her badge, Namdrin abandoned his larcenous ways, and the two lovers became adventurers out to make their own fortunes. With Tessa at his side, Namdrin discovered hitherto untapped wells of courage and skill, and he quickly became an impressive swordsman.

The pair's travels soon brought them to the peril-fraught environs of Darkmoon Vale, where they wagered their lives on one harrowing adventure after another. After their first few journeys, they returned to the lumber boom town of Falcon's Hollow with sacks of dwarven gold and jewels pilfered from the crumbling strongholds riddling the looming mountain of Droskar's Crag.

Sadly, their success—like their love—was simply too good to last for long. On their return journey through the vale one cold morning in early spring, the dark fey of Darkmoon waylaid the young adventurers and captured Tessa's soul.

And just like that, Namdrin's love, his life's redemption, his wife of six years, was simply gone, her body carried off into the darkness of the forest by a horrific shade. Quinn's heart shattered like a shard of brittle ice, and he returned to Falcon's Hollow a grim shadow of his former self. He put aside his famed swords and his enchanted crossbow and it seemed he would fade into ignominy. Fate, however, had other plans. Not long after his wife's death, a traveling carnival stopped in Falcon's Hollow. Driven by a compulsion he is only now beginning to understand, Namdrin joined the troupe of misfits and charlatans and brought a taste of real magic to their act. After only a few short months he ran the whole show, and over the following summer it grew from a mere sideshow into a dizzying array of color and sound.

Now, Namdrin's carnival returns to Falcon's Hollow, prepared to dazzle the unsuspecting residents with a show unlike any they have ever seen. The early frost and the autumn snow make for a perfect backdrop for a bit of fun before winter begins in earnest. Even as the carnies plan their events, though, a shadow falls across the town. For the unseasonable cold is a reflection of the mood of the spectacle's true architects, and beneath the shroud of the nearby forest canopy, they eagerly await their long-anticipated revenge.

Adventure Summary

The carnival has come to Falcon's Hollow, drawing the attention of townsfolk, lumber barons, and scoundrels, all hoping to enjoy the party or find ways to cash in on the activities. When the PCs arrive at the carnival, they find all manner of games and entertainment. They can test their strength at the Wheel of the Titan, play games of skill and chance like the ring-toss, prove their talent with a bow at an archery contest (and potentially win an enchanted arrow as a prize), glide carefree on the frozen river outside of Falcon's Hollow, or even sneak a peek at a burlesque show.

As the day wears on, however, the PCs begin to get a sense that something might be amiss with the carnival. Strange shadows flit about the fairgoers and people disappear in the blink of an eye, while no one seems to notice the absences. As the sun sinks beneath the horizon and darkness falls, the horrific events accelerate, and a piercing scream of terror rings across the maze of ice. As the crowds gather at the shores of the lake for the anticipated fireworks show, a strange messenger seeks out the PCs with a portent of doom.

He brings them before the nymph queen Syntira, waiting in the nearby forest in a state of anguished horror. She tells them that although she wished to see the tree-felling townsfolk of Falcon's Hollow humbled, the butchery about to come has gone beyond all reason. The hearts of her beloved fey have darkened and turned to ice, twisted and corrupted by the vile messenger from the Witch Queen of the North: the cold rider. The PCs are now the only thing that stands between Falcon's Hollow and icy slaughter.

When the PCs return to the carnival, they find the dark ice fey have invaded the festivities, and their twisted sense of amusement includes the wholesale death and dismemberment of the entire population of Falcon's Hollow. Rides become slaughterhouses, games turn to misery, and prizes maim the unlucky winners. Meanwhile, Namdrin Quinn, his folly now fully revealed, is forced to watch the perversion of his show in utter despair, his heart chained by the imprisoned soul of the love of his life. To defeat the cold rider and stop the fey, the PCs must free Namdrin Quinn of the curse and stop the

icy destruction before the entire population of Falcon's Hollow falls to bloody ruin.

Introduction

Strange winds blow down from Droskar's Crag, bringing on an early winter. The ground crunches underfoot with thick frost, and autumn surrenders without a fight. Days grow shorter and stars hold court in the darkness reigning above. An unnatural cold permeates the town, and the Foam River's jubilant voice is frozen under the ice. Birds abandon their nests for warmer climes, their songs silenced by winter's grim embrace. But the frozen riverbank now hosts a shimmering respite from the gloomy cold in the form of garish tents, joyful shouts, and sumptuous smells. Quinn's Carnival has come to town.

The best way to get the PCs to Quinn's Carnival is to simply offer them the opportunity for some fun. Especially after returning from a previous adventure, they should jump at the chance to relax for a while and have a good time. As the story at the carnival unfolds, it is extremely easy for the PCs to become drawn into it. If your PCs need a specific reason to head to the fair, you can have Sheriff Baleson send the PCs an invitation to meet him in the strong ale tent to discuss a possible alliance against the nefarious Thuldrin Kreed. The fair is the one time when the lumber baron's goons will be distracted, and it is the perfect opportunity to meet without his interference.

Alternatively, you might try one of the following ideas based on some of the NPCs around Falcon's Hollow that appeared in *GameMastery Module D1: Crown of the Kobold King*. One of the PCs might become embroiled in the underworld politics helmed by Kabran Bloodeye, a local crime lord, either as a competitor or champion of the innocent girls exploited by this despicable half-orc. Altruistic PCs might wish to take the rescued children to the carnival, or perhaps their parents demand to treat the party to a night of revels as a meager token of gratitude. If the PCs exert their influence on Jurin Kreed, they no doubt chafe his amoral father Thuldrin.

SYNTIRA'S SPIES

A number of incidents occur before the dark ice fey and the cold rider arrive on the scene. Most of them are simply the natural upshot of human interaction in a carnival setting, but a few have been staged by Syntira's spies. Regardless of whether an event is natural or staged, the fey spies report the PCs' actions back to the nymph queen. Should the PCs prove themselves virtuous and capable before the fireworks show and the fey invasion, the nymph queen contacts them and offers her aid against the horrors to come. If instead they prove to be cruel, deceitful, merciless, or incompetent, Syntira despairs of ever finding aid among the humans and sorrowfully withdraws into the forest, leaving the townsfolk to their fate. Each of these encounters rewards Virtue Points. Secretly keep track of these points as the carnival progresses, and refer to Syntira's Summons in Part 2 for their effect.

PART 1: FESTIVAL ON ICE

Gaiety and laughter cut through the cold wind, and even the sky-shy sun peeks its face from around the gathering winter clouds. Children squeal with delight and gasp in awe of the sights, sounds, and smells of Quinn's Carnival. The Titan's Wheel creaks and groans as a burly lumberjack tests his might with a hefty spin, a family rushes giggling into the sprawling ice maze to the north, and dozens of happy skaters flit about the rinks atop the frozen river. Carnival dolls are handed to wide-eyed townsfolk as prizes and a menagerie of freakish creatures and glowing lanterns beckons the curious. Garish skirts and scanty veils call others to a different breed of voyeurism altogether. Treats and wonders abound for young and old to enjoy, and for a time the early winter is forgotten in joyful revelry.

When the PCs first arrive at the carnival, there is no sign of the dire evil the fey have in store for Falcon's Hollow. The PCs may wander the fairgrounds as they please, taking in the myriad diversions detailed below. During this early section of the adventure the fey have yet to arrive in force, but Syntira sent a few of her loyal subjects on ahead to observe the townsfolk. She knows the destruction the cold rider plans for the carnival, and she tells her agents to find a group of human champions who can help her save the town.

WHISPERS AND RUMORS

As the PCs wander through the fairground, they might overhear snippets of conversation or seek to learn more about the unusual carnival. The following information is available with Gather Information checks at the appropriate DCs.

DC 15: "Quinn is the Carnival Master here, but they say he rarely shows himself these days. The half-elf used to be an adventurer, one of the most famous about. He led some of his fellow carnies in a party called the Nightshades along with his wife Tessa—at least until some horrible monsters in Darkmoon Vale killed her. Quinn ain't never been the same since."

DC 20: "Quinn's cohorts were pretty disreputable curs before he rehabilitated them. I hear that since Tessa was killed, Quinn doesn't take much interest in that minotaur. I wouldn't be surprised if he returned to his old ways without Quinn to bring him to heel."

DC 30: "Winter coming early a coincidence? Not bloody likely. I heard that wife o' Quinn's wasn't just killed—an evil fey took her soul. Late at night, they say, strange sprites and moving shadows creep about the carnival after the tents have shut and the lanterns gone dark. They say that Namdrin Quinn has struck some sort o' bargain with the fey folk in order to get his wife's soul back. Wonder what he had to do to appease them?"

This section of the adventure describes the keyed locations on the carnival map before the fey invade the carnival during the fireworks display at 9 PM. Refer to Part 3 for the altered encounter descriptions.

CT1. Ticket Booths (EL 1)

Adjacent pairs of rickety podiums tacked together from pieces of apple crates form raggedy ticket booths that mark various entrances to the carnival. Eager-faced fairgoers cram about them, gleaning wonderment from faded posters promising stilt-walkers, terrifying rides, and all manner of freaks. Tirelessly working the booths, baggy-eyed carnies busily hawk tickets to various events and do their



Designer Notes

EVENT-BASED ADVENTURES

Carnival of Tears is a little unusual in that there is no definite progression of encounters. Due to the wide-open nature of the carnival, there is no telling what the PCs do first, second, or not at all. All of the major areas of the carnival are presented in Part 1, and again in Part 3, after the fey have taken over. In addition to the static carnival shows, several events take place over the course of the day. Some of these events occur at specific times (e.g., the fireworks show) while others are more free form and can be run anytime the PCs look bored, wander off, or get stuck in one particular show and need to be distracted. The events that take place during the real carnival are detailed in Part 2, while those that occur during the chaos and bloodshed of the fey invasion are detailed in Part 4.

Don't expect the PCs to see and do everything. Doubtlessly there are some areas and activities they are not interested in and some events that pass them by completely. Let them dictate the pace and flow of the adventure as much as possible, but don't be afraid to disrupt their fun with a well-timed interruption. Being hit in the face with an egg from the egg toss or being trampled by some enthusiastic three-legged racers is part of the experience. Above all, try and cultivate an atmosphere of carefree fun at the beginning, and slowly replace it—first with curiosity, then fear, and finally horror—as the day wears on.

best to direct the stream of excited townsfolk. A crowd of unwashed beggars shielded from the winter's harsh kiss by nothing more than tattered rags huddles by the entrance to the carnival, pleading with passersby for a few meager coppers or a bit of food to see them through. Many are children or old men and women fallen on hard times. A good number are maimed from lumbering accidents or crippled by a horrible bout with plague or pneumonia. Rich merchants turn a blind eye to the haggard indigents, pretending not to see or hear them at all, and lumberjacks snarl, guffaw, or even kick at the dirty beggars as they stroll into the carnival to spend their coin on games, shows, and other frivolities.

Tiny fair tents erected on the perimeter of the fairgrounds allow fairgoers to purchase basic entry as well as provide tickets for special events and contests. Unless noted elsewhere, most of the events cost only a few coppers.

Carnies (2) **CR 1**
Male and female human expert 2
N Medium humanoid
Init +0; **Senses** Listen +0, Spot +0

DEFENSE

AC 10, touch 10, flat-footed 10
hp 7 (2d6)
Fort +0, **Ref** +0, **Will** +3

OFFENSE

Spd 30 ft.
Melee dagger +0 (1d4–1)
Ranged dagger +1 (1d4–1)

TACTICS

Before Combat Fights are bad for business, so carnies generally try to keep clear of them, although if forced they attempt to restrain opponents or fight unarmed.
During Combat If a carny feels overly threatened, he fights armed and calls for the assistance of other nearby carnies who come quickly (usually about 1d4 per round, depending on availability).
Morale Carnies hate dying, and back down or flee when faced with significant odds or displays of force on behalf of an attacker.

STATISTICS

Str 8, **Dex** 11, **Con** 10, **Int** 10, **Wis** 9, **Cha** 12
Base Atk +1; **Grp** +1
Feats Improved Unarmed Strike, Deft Hands, Skill Focus (bluff)
Skills Balance +3, Bluff +8, Climb +2, Disable Device +6, Gather Information +4, Jump +2, Perform +5, Sleight of Hand +4, Tumble +3, Use Rope +6
Languages Common
Gear dagger or club plus 50% chance of item (determine by rolling 1d8: 1. 20-foot rope; 2. hammer and 10 iron spikes; 3. bucket; 4. 10-foot pole; 5. crowbar, 6. 10-foot ladder, 7. sledgehammer, 8. shovel)

Twenty-two beggars in all gather here, although they have no luck with any of the townsfolk. If a PC gives alms to the beggars huddled at the carnival entrance, a sprite spy of Syntira's takes note. This grants 2 Virtue Points.

CT2. Mr. Sathelbry's Wild Sleigh Rides (EL 1 or 6)

Beneath a tall signboard reading "Mr. Sathelbry's Wild Sleigh Rides" stand four massive chargers hitched to three wooden passenger sleds coupled together with chains. Hunched in the first sled is the driver, an aged, one-armed man dressed in a long threadbare wool coat, his snarling face wrapped with a dull red scarf. As the driver snaps his whip and the sled lurches forward, ragtag children dart from shadowed hollows beneath nearby wagons and try to snag free rides before the distracted driver sees them.

A cantankerous one-armed geezer who the townsfolk know only as **Mr. Sathelbry** (N male human expert 3; Intimidate +9) awaits the fair season with bitter anticipation. Each year, he dresses his team of chargers, hitches them to his sleighs, and for a small fee (5 cp) he drives fairgoers over field and dale around the fairgrounds at an almost breakneck pace.

Sathelbry never smiles, and by his soured expression one might think he despises his job. Rumors abound that the old man hoards his carnival money and saves his coppers to last him the remainder of the year. Still, those who carefully watch the man see his eyes twinkle sadistically when he denies passage to the town's orphaned children.

PCs notice a group of ragtag orphans loitering near Mr. Sathelbry's Wild Sleigh Ride begging for a free ride. The crusty old sleigh master snarls at them, even kicking one into the snow with a cold-hearted laugh and a "no copper, no ride!" If a PC takes pity on the orphans and pays for a ride, a miniature sprite hiding in one of the children's patchwork pockets reports the kindness back to Syntira, granting 2 Virtue Points.

Development: Mr. Sathelbry is one of the first to fall victim to the vengeful fey. Just after sunset, a few hours before the fireworks show, several fey ambush the sleigh as it makes a circuit near the forest edge. They quietly charm Mr. Sathelbry, and from that point on one or two people disappear on every ride, kidnapped by the frosty chiselers to take part in the ice carving competition (see Part 3). If the PCs happen to go for a

sleigh ride after dusk, Mr. Sathelbry watches gleefully as two frosty chiselers (see Appendix) attempt to subdue and kidnap the PCs. If the PCs defeat them, they can rescue the townsfolk captured by the fey (they capture two people every 20 minutes from sunset at 6 PM until the fireworks show at 9 PM). If rescued, the prisoners remember nothing about their captivity, but the ice carving contest in Part 3 does not take place.

CT3. Menagerie of Freaks

A small cove of wagons and tents curls around a rickety three-foot-high stage cobbled from a wooden platform precariously balanced on stacks of unmortared bricks. The stage planks creak and moan in time to the prancing and posturing of a dozen or so freakish humanoids as they perform their comically grotesque displays. A dough-faced huckster preaches to the crowd and flails about a cane to pontificate the show's details.

The stage plays host to several different performers who rotate throughout the day. In addition to these, several more sideshows are located within the various tents adjacent to the stage, as indicated on the map.

The Dog-Faced Girl

Chained to a stool, a dog-faced little girl in a charming yellow and white flowered dress mournfully howls at passers-by.

Creatures: If the PCs take pity on the poor **Dog-Faced Girl** (NG female human commoner 1; cannot speak) and stop to discourse with the ugly thing, she hands them a needle and thread with a knowing nod (see **CT14d** in Part 3).

Note: If the PCs clashed with Jeva in GameMastery Module *D1: Crown of the Kobold King* and did not kill her, it might be fun to have her show up here as the dog-faced girl.

The Baby in a Jar

Propped on a small stool sits a two-gallon glass jar filled with a murky yellow liquid. Suspended in the liquid, a deformed, infant-shaped creature bobs slowly. Its tiny, hairless form is dwarfed by its oversized head, from which two sickly colored amber eyes stare hauntingly.

Creature: A magically preserved homunculus floats in the jar. It only becomes a nuisance if released.

HOMUNCULUS CR 1
hp 11; MM 154
TACTICS
During Combat If released from its jar, the homunculus flops about the stage, defensively biting at anyone who comes near until someone returns it to the jar. Its master long passed, the homunculus can only survive inside the magically infused alchemical fluids in its jar, and if left out for more than 5 minutes it screams horribly until it dies 1d4 rounds later.
Morale With nowhere to run, the homunculus fights to the death.

The Man of 1,000 Stitches

This bulky, bald-headed man proudly displays hundreds of wounds running across his torso, arms, legs, head, and face—all stitched shut with thick black thread.

Creature: Stitch is a professional carny. The wounds aren't real, just the stitches.

STITCH CR 1
hp 7; see page 4 (Carny)

Human Fish

A young man with flaky, scaly skin steps on to the stage as the barker shouts, "Behold the terrifying human fish!" To the crowd's dismay, the man unfolds a straight razor and proceeds to bloodily slice gills into his neck. Next, two muscular men seize him and thrust his head in a large tub of water. At first, he thrashes about as if drowning and the crowd screams in terror. The ringmaster



removes his hat and lowers his head, asking the stunned crowd for a moment of silence. Moments later, with his head still submerged, the fish man's feet and hands begin to tap a lively rhythm on the stage and barrel. Soon both the stage freaks and the crowd are stomping and clapping in time to the music. Once this happens, the fish man jerks his head from the barrel and dances off stage.

Creatures: Aside from the human fish's bizarre skin condition, he's an ordinary carny and his act is a total sham. The slicing of the gills is an old sleight-of-hand trick, while the water tub has an air tube in it that runs out a hidden knothole in the back of the tub.

Human Fish CR 1
hp 7; see page 4 (Carny)

The Sword Swallower

A wide-eyed, middle-aged woman staggers across the stage, gasping at the crowd and holding her throat as if she is choking. She hacks loudly and, to the roaring delight of the crowd, belches a billowing puff of black smoke. Then, spasming uncontrollably, she draws forth a longsword from a nearby basket. When she holds it aloft, the sword bursts into bright orange flames. The crazed woman then proceeds to insert the flaming blade into her throat until only the handle remains visible. Finally, with a flick of her wrist, she pulls the blade from her gullet in a single smooth motion and tops off her act with a final belch of smoke.

The Sword Swallower CR 1
hp 7; see page 4 (Carny)

Grimlock Pinheads (EL 2)

These unfortunate beings possess burly frames but tiny craniums, their eye sockets sealed with their graying flesh. They drool and loll about the stage dressed in worn pink tutus, much to the evil delight of the audience.

Namdrin purchased these despicable pinheads from another freak show after they slaughtered several carnies during a square-dance routine. While they love dishing out abuse, neither one can take a joke without throwing a tantrum. Thankfully, their natural blindness prevents them from seeing that they're dressed like girls.

Jebro and Nedders CR 1
hp 11 each; MM 140 (grimlock)

Development: The huckster invites the audience to throw coins to hear the brothers sing. If the crowd obliges, the pinheads squeak out a spittle-spraying version of the following song (to the tune of *Good King Wenceslas*):

Welcome people one and all,
Welcome to our Carnival.
Over vale and wood we roam,
You won't find a better home.

Welcome people great and small,
Welcome to our Carnival.
Join our land of make-believe,
You won't ever want to leave.

Welcome people one and all,
Welcome to our Carnival.
Sweep away the winter weather,
Come inside and stay forever.

The Fat Woman

This disgusting obscenity of lard and folded flesh sits atop a tiny groaning stool as her greasy sausage-like fingers dive nimbly into the huge basket of dumplings upon which she gorges.

Creatures: This poor woman makes the best of an incredibly slow metabolism and fetish for dumplings. When she isn't working the show, her rail-thin husband pushes her about the grounds in a wheelbarrow so she may sample the various foods. Many of the townsfolk openly ridicule or show disgust at the sight of the woman.



Fat Woman CR 1
hp 7; see page 4 (Carny)

Poison Man

At the foot of the stage sits a three-foot-square glass box filled with dozens of live vipers and tarantulas. From the tent behind the stage a man emerges, his face tattooed with green serpentine scales. Slowly, he lowers himself into the box and closes the lid. Soon he is crawling with the poisonous vermin. The ringmaster invites small children to tap the box with sticks to anger the creatures. Several minutes later, he opens the box, and the man steps out, seemingly untouched.

Creatures: All of the snakes and spiders in the box had their venom removed and are harmless to the **Poison Man** (CN male human expert 2; hp 8, Handle Animal +6, Perform +6).

Udmor the One-Headed Ettin

Standing upon the stage, a brutish hunch-backed giant dares audience members to take a peek into the large sack it gleefully swings about. When a small child offers the brute a copper, it kneels down before him, opening the sack just wide enough for the eager lad to garner a peek at the grisly contents. The poor child begins retching violently as the creature breaks into roaring laughter. Then it turns slowly and with a knowing glance whispers to the now still crowd, "Its me other 'ead."

Creature: This freakish performer had two heads until he met the wrong end of a giant-slayer's *vorpal sword*. Although he survived the brutal attack, he soon became lonely and sorely missed the companionship of his other head. He took his head to a hag and, with the help of her foul necromancy, had the head instilled with unlife. Udmor carries his second head around with him, happily chatting with his old self, although now when they have disagreements he simply places the undead head in a sack and bounces it around until it shuts up.

Udmor CR 6
hp 65; MM 106 (ettin)

NOTES
Udmor only benefits from superior two weapon fighting when he holds his undead head

out of the bag, in which case his "off hand" weapon is the head (bite +12/+7 1d6+3).

CT4. The Vacant Tent (EL2)

A few plain-colored tents stand before a row of cargo wagons. A wooden sign staked into the ground before them reads "CARNIES ONLY! NO ADMITTANCE!"

These tents are the sleeping quarters for off-duty carnies. **Mutters Kondlan** (LE male human aristocrat 3; Diplomacy +6, Intimidate +8), a vicious tycoon of the Lumber Consortium and lickspittle to Thuldrin Kreed, paid its owners to scram so that he might have his way with a young woman. If the PCs wander over to this area they automatically spot Mutters as he drags a protesting girl into the shadows of the vacant tents. Mutters has already taken care of the woman's husband, a lumberjack in the employ of Thuldrin, to the tune of a dagger in the back and a quiet burial deep in the woods.

Syntira's spies watch from the shadows, waiting to see if anyone takes a stand against the cruelty. Mutters has no puissance at combat, so if confronted he tries to convince the PCs to mind their own business at first, even offering them 30 gp to look the other way. If the party refuses, Kondlan rails at anyone who tries to interfere, attempting to drive them off with threats and bravado. If anyone seriously threatens him, he immediately turns tail and runs. Driving off Mutters grants 3 Virtue Points.

CT5. The Titan's Wheel

In the field before you stands a towering windmill disguised beneath mountains of papier-mâché to resemble a great titan. A large plastered head with bulging eyes and a long tattered beard covers the roof, while two muscular arms jut from the side of the building and clasp posts raising a banner that reads "The Titan's Wheel." The windmill's blades have been replaced by a massive fifteen-foot-diameter metal wheel painted in nauseating spirals of lime green and orange and threaded with flapping rainbow streamers.

Before the wheel, a gap-toothed carny woman with a wispy shadow of facial hair barks loudly through a sawed-off yak horn. "Step right up, folks, and spin the Titan's Wheel! Prove your strength to the ladies! Wow all the jacks in the cutyard! Come on, folks! Show 'em what yer made of!"

Barrel-chested axe men take turns grabbing rungs on the wheel and throwing all their muscle into giving it a whirl. Once spun, the wheel churns wildly while terrifying howls of laughter echo from the titan's great plaster head. After a few rotations, the wheel clicks slowly to a stop, at which point the gap-toothed emcee pulls a stream of tickets from the base of the wheel, interprets the data, and informs the spinner that he has the combined strength of two, three, or even more men. The tickets are worth free beers in the beer tent in the adjacent cutyard.

If the PCs want to try, have them make DC 15 Strength checks. If they succeed, they receive one ticket, and for every 3 points by which they beat 15 they get an extra ticket. Spinning the Titan's Wheel costs 1 sp.

A door in the back of the windmill appears to allow access to the inner workings, although the crookedly hung sign above the door reads "Out House." Inside, cogs and cranks churn with rusty squeals when the wheel is spun.

CT6. Strong Ale Tent (EL 1)

The clack of tankards and roars of laughter swell from this bustling tent filled with sweaty lumberjacks. Casks of ale are stacked nearly fifteen feet high behind the tent. The thirsty patrons here down pint after pint as they carouse, tussle, guffaw, and stagger about.

This tent is propped over a cleared swath of frosted ground, formerly a cutyard but now just a collection of stumps the drunk lumberjacks use as stools or toilets. Fine ale shipped in from the Hawkbeard Brewery in Lord's Crossing is served by the pint here, tapped from more than fifty casks and kegs.

Creatures: At one point, a very drunk lumberjack stumbles through the crowd, spitting out a slurred challenge to the PCs. He pushes into one of them before proclaiming, "Adventurers think they're so tough, but they're really all a bunch of low-life wimps." He challenges the first PC who responds to him to a fistfight, and without waiting for a reply he swings wildly at the character's head. If the PCs subdue Jasell without dealing lethal damage they gain 1 Virtue Point.

Drunken Jasell **CR 1**
Male human warrior 2
N Medium humanoid
Init +1; **Senses** Listen +0, Spot +0

DEFENSE

AC 11, touch 11, flat-footed 10 (+1 Dex)
hp 11 (2d8+2)
Fort +5, **Ref** +1, **Will** +0

OFFENSE

Spd 30 ft.
Melee unarmed strike +2 (1d2)

TACTICS

Before Combat Jasell is drunk and throws his tankard at the characters to get their attention. This does no damage, but might get them wet.
During Combat Jasell swings wildly and carelessly making heavy use of Power Attack.
Morale Filled with liquid courage, Jasell fights until subdued or rendered unconscious.

STATISTICS

Str 16, **Dex** 12, **Con** 14, **Int** 9, **Wis** 10, **Cha** 11
Base Atk +2; **Grp** +5
Feats Improved Unarmed Strike, Power Attack
Skills Climb +6, Intimidate +4, Jump +4, Ride +1, Swim +2
Languages Common
Gear wood axe, tin tankard

CT7. Blind Peep Show (EL 1)

Just beyond the pavilion where jacks swill ale like gasping fish sits a pair of nondescript tents. The closest one emanates the soft rhythmic music of shakers, clay drums, and tingling bells. In front, a cross-armed orc stands at the tent's entrance with a look of firm determination.

Of all the despicable souls infesting Falcon's Hollow, only one competes with corrupt lumber tycoon Thuldrin Kreed for the honor of being the town's most vile resident: Kabran Bloodeye. The disgusting half-orc helms many of the town's more illicit endeavors, but he particularly enjoys peddling the flesh of young women whose husbands or fathers are worked to death in the cutyards. Kabran earns almost as much gold off their sweaty exertions as Kreed rakes in from their husbands' toil in the yards prior to their demise. When the carnival comes to town, Kabran does brisk business with his burlesque show, in which high-paying customers are treated

to private performances in sleazy little cubbies in the rear of the burlesque tent.

Creatures: As the PCs approach, Kroig the orc guard nods at them and then demands 2 gp apiece. If pressed about the fee he says, "This here's Bloodeye's peepshow, see. You want in, ya gotta pay full price! Ain't none finer in all Golarion. That I promise!"

Kroig Shackles CR 1
hp 8; MM 203 (orc)
TACTICS
During Combat Kroig only draws weapons if someone else draws on him first. Otherwise, he simply tries to grab trespassers and toss them aside. If he feels outmatched he calls for help from his buddies inside the tent, who arrive the following round.
Morale Kroig fears disappointing Kabran more than anything and fights brutally. If reduced to 2 or less hp, though, he gives up and lets characters pass.

CT7a. Peep Show Interior (EL 4)

Inside the tent, a crowd of slack-jawed jeering men hovers before an apple-box stage throwing copper and silver coins at four pleasantly plump exotic dancers. The dancers perform their sensuous gyrations to the erotic rhythms of a pair of olive-skinned foreign musicians.

Posted at the foot of the stage, four ugly orcs slap away the hands of the eager crowd as they bellow, "No Touchin'!"

Creatures: The orcs serve both as Kabran's guards and bouncers. The bouncers forcefully remove any unruly fairgoers or adventurers, backing up each other when necessary. If approached by anyone who seeks the company of one of the dancers, they make the arrangement for 100 gp.

As the PCs leave the tent, they need only make a DC 10 Listen check to hear the sounds of violent shouting coming from behind the peep show. A DC 15 Listen check is good enough to also hear repeated slaps and pathetic whimpering as Kabran punishes one of his girls (see Area **CT7b**).

Orc Guards (4) CR 1
hp 8 each; *MM* 203
Melee spiked gauntlet +4 (1d4+3)

CT7b. Kabran's Folly (EL 7)

In the shadows behind the tent a young red-haired woman sits crying and holding the side of her face in pain. Removing her hand, she reveals a bruise already forming on her milky white cheek. A short half-orc with blood-red eyes looms over her, a snarl on his ugly face.

Once a working girl in Kabran's brothels, Ralla Hebbradan refuses to service a particularly loathsome merchant who has stalked her for days, and now Kabran is doing his best to "persuade" her to rethink the decision.

Creature: Aside from his blood-red eyes, Kabran's most striking feature is his missing nose, cut from his ugly face long ago in punishment for crimes committed in a far-off city. He wears a bronze nosepiece over the crater in his face that whistles disturbingly when he sucks air through it and dribbles blood and mucus incessantly (which Kabran wipes away with a crimson handkerchief). He wears a simple red overcoat adorned with gold and ivory buttons over his mithral chainmail. The burly half-orc carries an ornate masterwork greatsword on his back, but it's just for show—he prefers a quick dagger thrust to the heart over such an unwieldy blade. If the PCs intervene on Ralla's behalf they mightily impress a group of fey watching from the shadows nearby. This grants 5 Virtue Points. Unfortunately, this also earns the PCs the eternal enmity of Kabran, one of Falcon's Hollow's most dangerous criminal kingpins.

Kabran Bloodeye CR 7
Male half-orc rogue 5/fighter 2
CE Medium humanoid (half-orc)
Init +6; **Senses** darkvision 60 ft.; Listen +10, Spot +10
DEFENSE
AC 20, touch 12, flat-footed 18 (+7 armor, +2 Dex, +1 natural)
hp 45 (7 HD; 5d6+2d10+14)
Fort +6, **Ref** +6, **Will** +3
Defensive Abilities evasion, uncanny dodge
OFFENSE
Spd 30 ft.
Melee *+1 dagger* +10 (1d4+4 plus poison)
Ranged mwk dagger +9 (1d4+3 plus poison)
Special Attacks black adder venom (Fort DC 11 1d6 Con/1d6 Con), sneak attack +3d6
TACTICS
Before Combat Kabran attempts to use Diplomacy to avoid making a scene, offering the PCs a free sample of Ralla's wares if they leave him alone. If this fails he tries to intimidate them with a snarl and a "don't get between an orc and his earners, you tuskless pig."



Kabran Bloodeye

During Combat Kabran Quick Draws his poisoned *+1 dagger* and attacks the nearest PC before backing away to hurl his poisoned masterwork daggers at the others.

Morale If successfully Intimidated or brought below 20 hp, Kabran backs down and lets Ralla go, but he promises "this is far from over." If the PCs press their attack further he downs his *potion of gaseous form* and floats away to fight again another day.

STATISTICS

Str 17, **Dex** 14, **Con** 15, **Int** 12, **Wis** 15, **Cha** 12

Base Atk +5; **Grp** +8

Feats Dodge, Improved Initiative, Iron Will, Quick Draw, Weapon Focus (dagger)

Skills Appraise +4, Balance +9, Climb +5, Diplomacy +12, Gather Information +8, Intimidate +13, Jump +7, Knowledge (local) +6, Listen +10, Sense Motive +7, Spot +10, Swim +5, Tumble +10

Languages Common, Elven, Orc

SQ trapfinding, trap sense +1

Combat Gear *potion of cure moderate wounds, potion of gaseous form*, vials of black adder venom (3); **Other Gear** *amulet of natural armor +1, +1 dagger, +2 mithral chainmail*, mwk daggers (4), mwk greatsword, small pouch with 15 gp and a ruby ring (60 gp), heart-shaped silver locket inlaid with sapphires (150 gp), small silver snuff box with high quality najembo snuff powder (box 30 gp, powder 10 gp).

CT8. The Wonders of Modern Engineering Tent (EL 1)

At the edge of the cutyard stands an obscenely large tent that covers a sizeable portion of fairground with its drab grease-stained canvas flaps. Strange sounds—chugging clunks, grinding crunches, and loud, high-pitched buzzing—drift from within. Every so often, a whistling boom interrupts the cacophonous orchestra, punctuated by a geyser of thick, black soot that shoots through a hole in the top of the tent. Dozens of wide-eyed children scramble about the perimeter, eagerly sneaking peeks beneath the flaps or through knife holes poked into the canvas. They quickly dash off before the thick-booted lumberman groundskeeper can get ahold of them. Trailing from the front flap and around the side of the tent, a long line of lumberjacks, mill workers, and well-dressed individuals (presumably lumber barons) eagerly awaits entry.

The largest tent on the fairgrounds belongs to the Lumber Consortium. Displayed inside is all manner of miraculous modern machinery meant to improve the logging industry, increasing the production volume at a rate that spells certain death to the surrounding forests.

Creature: A stubble-faced lumberjack scours the perimeter of the tent, scaring off children and others too cheap to pay the 1 sp entrance fee, while directing paying customers toward the back of the long line. A towering 6-foot-tall wall of muscle, the short-tempered lumberjack is more than a match for drunken line-busters or any other townsfolk attempting to give him trouble.

Lumberjack Tent Bouncer CR 1

hp 11; see page 7 (Jasell)

CT8a. Modern Engineering Interior

The tent is crammed with strange towering devices of iron and steel held together on thick timber frames. The machines undulate to unnaturally precise rhythms as greasy cogs squelch, slowly rotating gear wheels and axles. Circumnavigating the colossal machines, a wooden planked walkway safely parades fairgoers through the tent while signboards posted before each machine extol their capabilities and efficiencies.

The entire walkabout lasts about 5 minutes. Halfway through, a young girl about 20 feet behind the PCs gets her dress caught in the chipper. Any PC who makes a DC 15 Spot check notices it on the first round: otherwise, everyone in the tent automatically realizes what is happening when the girl screams on the second round as she is pulled toward the whirling blades. Unless the PCs do something to save her (for example, pulling her away from the machine with a DC 15 Strength check), she is pulled into the chipper after four rounds and killed. One of Syntira's fey spies watches invisibly from the rafters and reports this event to the fairy queen. Successfully aiding the girl grants 3 Virtue Points.

CT9. Lakeside

The frozen lake has been transformed into a wonderland of winter fun. Several ice skaters twirl and dance across one half of the shimmering surface, while on the opposite half two teams of men struggle as they attempt to tug each other back and forth across the slippery ice.

A tug-of-war consists of opposing Strength checks between the two strongest members of each team, augmented by any circumstance bonuses teammates can provide using the aid another option. To keep things simple, an average four-person lumberjack team has a total bonus of +1d6+3. To enter a tug-of-war, each team throws an equal amount of gold into the bet pool, with the winner taking the pot. Teams must have the same number of members in order to compete.

Attendees can rent ice skates for 1 sp an hour. Using them requires a DC 20 Balance check per move action, although each time the character succeeds, the DC of subsequent checks decreases by –1 until the character can take 10 on any check. Once this occurs, the character has successfully learned to skate and can move about the lake at double his normal movement rate, although attempting to stop or make turns sharper than 45 degrees requires a DC 20 Balance check to prevent falling and taking 1d6 points of nonlethal damage.

Two hours after sunset, the carnies close down these two events and begin preparing the area for the fireworks show, which is scheduled to take place at 9 PM.

CT10. Pie Baking Contest

A gaggle of apron-wearing women balance trays of steaming pies as they swarm rows of picnic tables draped with red-checked cloth. The sweet-smelling scents of freshly baked pies waft through the air. Children clamor at the women's skirts, their faces and fingers stained with berries.

The women happily offer adventurers (and all passersby) generous portions of thick, crusty, homemade pies. Some of the pies are rather tasty, others not so much.

CT11. Candy Apples

Before this small tent, a charming old woman rocks easily in her wicker chair, happily spitting apples on clean whittled sticks and dipping

QUINN'S WEAPONS

Whisper and Shadow

Aura Moderate illusion; **CL** 10th
Slot weapon; **Price** 12,310 gp each

DESCRIPTION

These cruel, paired *+1 cold iron shortswords* where once wielded by the Doom Bringers at the end of the First World and were thought to be lost. Recently, pairs of these blades have emerged once more, finding their way into the hands of men and elves. Most sages consider their reappearance a dark omen, though only the most erudite even know these weapons' true origins. When you use *Whisper* and *Shadow* in tandem you gain the Two Weapon Fighting feat (even if you do not qualify for it).

Additionally, three times per day, *Whisper* may be used to cast *silence* (CL 10th, DC 20). Three times per day, *Shadow* may be used to cast *invisibility* (CL 10th), or the blade itself can be turned invisible for one round, making it incredibly difficult to parry and dodge. If your opponent cannot see invisible objects and does not succeed on a DC 25 Spot check to follow your arm motions, he is considered flat-footed against all your attacks with *Shadow* that round.

CONSTRUCTION

Requirements Craft Magic Arms and Armor, *invisibility, silence*; **Cost** 6,155 gp, 480 XP

Wyvernsting

Aura Moderate transmutation; **CL** 9th
Slot weapon; **Price** 8,335 gp

DESCRIPTION

This fell *+1 light crossbow*, made from wyvern sinew and bone and marked with ancient sigils, bestows a minor poison upon its ammunition (injury DC 15, 1d4 Dex/1d4 Con).

CONSTRUCTION

Requirements Craft Magic Arms and Armor, *poison*; **Cost** 4,167 gp, 320 XP

them into a pot of sweet sticky caramel. Parents and children patiently wait their turns to purchase her crisp confections.

The old woman's name is Gerta. She has been selling her apples at the fair for as long as anyone can remember.

Developments An over excited child takes too big a bite and chokes on a chunk of apple. A character who succeeds on a DC 12 Heal check within 5 rounds saves him. A bird above spies this action and reports it to Syntira. Saving the boy grants 2 Virtue Points.

CT12. Quinn's Performance

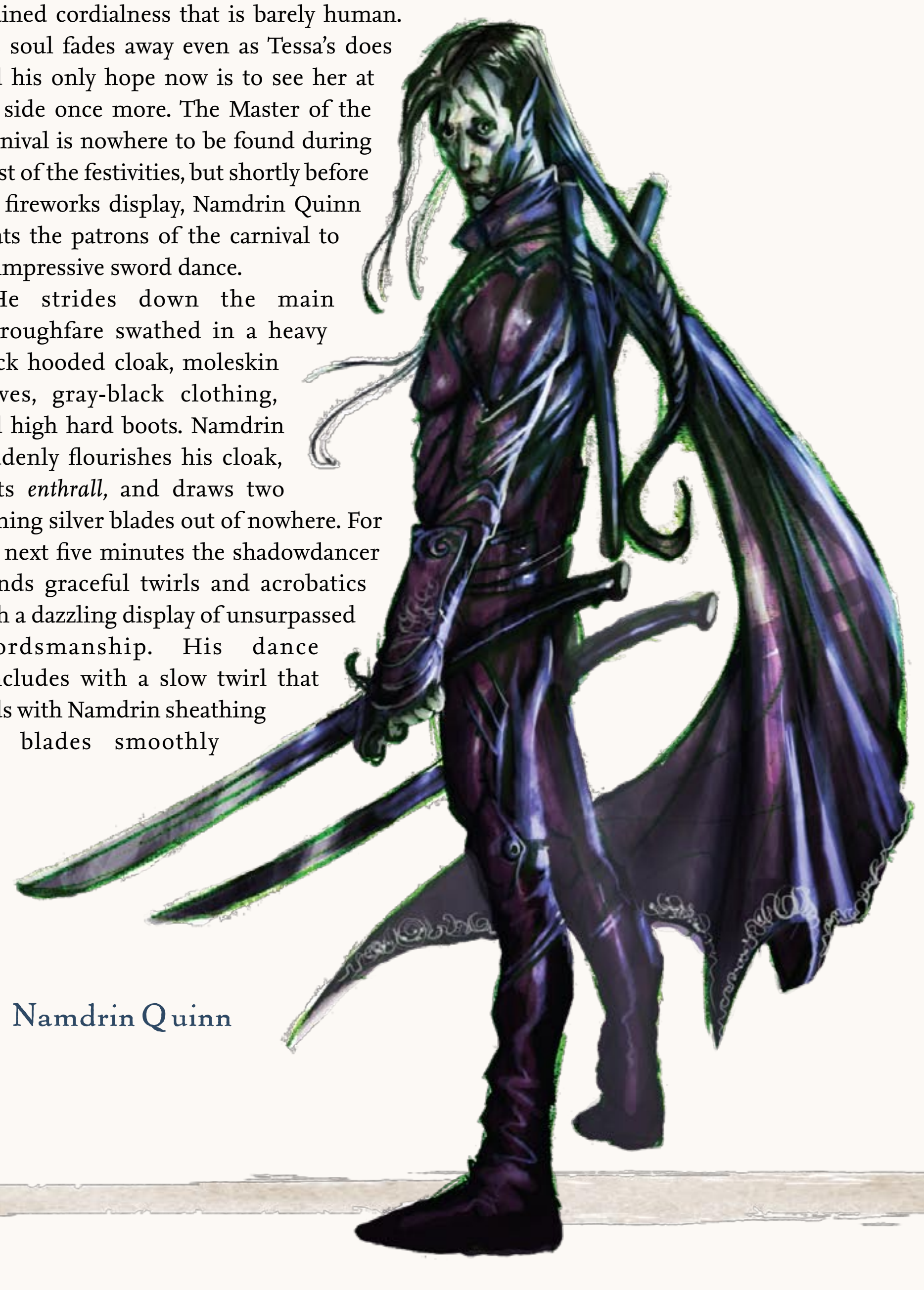
Namdrin is a sinewy half-elf of corded muscle and bone, with a long face haunted by loss. His sunken eyes do not fix on any who attempt to speak with him, instead staring off into a distant and fading memory of the happiness that once touched his soul. In desperation, Namdrin struck a bargain with the cold rider, swearing to remain aloof of the fey's evil designs on his carnival's patrons in exchange for Tessa's release from the *witch ice shard*, her magical prison.

If the PCs speak to him before the fireworks display, he is curt in reply to any inquiries, responding to questions with a strained cordialness that is barely human. His soul fades away even as Tessa's does and his only hope now is to see her at his side once more. The Master of the Carnival is nowhere to be found during most of the festivities, but shortly before the fireworks display, Namdrin Quinn treats the patrons of the carnival to an impressive sword dance.

He strides down the main thoroughfare swathed in a heavy black hooded cloak, moleskin gloves, gray-black clothing, and high hard boots. Namdrin suddenly flourishes his cloak, casts *enthrall*, and draws two shining silver blades out of nowhere. For the next five minutes the shadowdancer blends graceful twirls and acrobatics with a dazzling display of unsurpassed swordsmanship. His dance concludes with a slow twirl that ends with Namdrin sheathing his blades smoothly and striding away, heedless to the din of applause that erupts around him.

Development: Namdrin does not interfere during the carnage that follows once the fey invade. He neither aids nor opposes the PCs and does not even defend himself if attacked. The half-elf could prove a valuable ally to the party in its desperate battle against a horde of evil fey, but only if he is freed from his bargain with the cold rider. To free Namdrin, the PCs must destroy the *witch ice shard* before Tessa's soul is undone. See Part 4 for more details.

Namdrin Quinn **CR 9**
Male half-elf bard 7/shadowdancer 2
CN Medium humanoid (elf)
Init +5; **Senses** low-light vision; Listen +2, Spot +2



Namdrin Quinn

DEFENSE

AC 20, touch 17, flat-footed 15
(+3 armor, +5 Dex, +2 deflection)
hp 48 (9 HD; 7d6+2d8+18)
Fort +6, **Ref** +15, **Will** +8 (+10 vs. enchantment)
Defensive Abilities evasion, uncanny dodge; **Immune** sleep

OFFENSE

Spd 30 ft.
Melee *Shadow* +12 (1d6/19–20) or
Melee *Shadow* +10/+5 (1d6/19–20) and *Whisper* +10 (1d6/19–20)
Ranged *Wyvernsting* +12 (1d8+1 plus poison)
Special Attacks bardic music 7/day (countersong, *fascinate*, inspire competence, inspire courage +1, *suggestion*)
Spells Known (CL 7th):
3rd (1/day)—*confusion* (DC 16), *haste*
2nd (3/day)—*detect thoughts* (DC 15), *enthrall, glitterdust* (DC 15), *mirror image*
1st (4/day)—*alarm, charm person* (DC 14), *cure light wounds, silent image* (DC 14)
0 (3/day)—*dancing lights, detect magic, ghost sound* (DC 13), *light, message, read magic*

TACTICS

Before Combat Namdrin casts *haste* and *mirror image.*
During Combat Namdrin goes to work with *Whisper* and *Shadow*, silencing spellcasters and using *Shadow's* invisible strikes. If engaged at range the half-elf employs *Wyvernsting* to deadly effect.
Morale Namdrin generally favors caution, and retreats when reduced to below 20 hp. When combating those who imprisoned his love, however, he fights to the death.

STATISTICS

Str 8, **Dex** 21, **Con** 14, **Int** 11, **Wis** 12, **Cha** 16
Base Atk +6; **Grp** +7
Feats Combat Reflexes, Dodge, Mobility, Weapon Finesse
Skills Balance +12, Bluff +8, Concentration +4, Diplomacy +12, Escape Artist +12, Hide +17, Jump +6, Move Silently +17, Perform (sword dance) +15, Tumble +19
Languages Common, Elven
SQ bardic knowledge, hide in plain sight,
Gear *boots of elvenkind, cloak of resistance +2, gloves of Dexterity +2, bracers of armor +3, ring of protection +2, Shadow*, simple black-grey tunic and pants, *Whisper*, *Wyvernsting* with 10 cold iron bolts



Gradzaal

CT13. The Monster Gradzaal

A small encampment of wagons and tents rests near the entrance to the ice maze. In the center of this encampment sits a tremendous iron cage. Inside paces a hulking dark-haired minotaur performing displays of strength for an unruly audience of carnival goers who gawk and jeer at the great beast. Children dare one another to pull the beast's mangy hair or pelt it with snowballs, hoping to elicit a fierce snarl from the terrible beast, which then sends the kids scattering. A brightly painted plaque bolted to the bars of the cage reads "Mighty Gradzaal! The Monstrous Minotaur!"

Gradzaal was once a minotaur slave of a cruel bugbear warlord before Tessa and Namdrin freed him. Now the shaggy minotaur serves as the carnival's strongman, bending steel bars, lifting marble benches with as many as six grown lumberjacks seated on them and biting through masterwork manacles.

Development: The cold rider has found an ally in Gradzaal, a monster of primal fury who understands the fey all too well. He contacts the minotaur shortly before the firework show. Gradzaal has never been the patient sort, however, and as soon as he hears of the plan he takes off into the ice maze and begins his brutal slaughter. See Part 2 for more details.

CT14. The Ice Maze

Two tall columns of hard-packed snow mark a gaping entrance into the ice maze. Beyond,



Designer Notes

CARNIVAL DOLLS

One of the most popular prizes of the fair are the miniscule pixie-like dolls. Dolls are clothed in shimmering silk scraps and fitted with delicate, wire-frame gossamer wings. Their piercing glass-eyed leer gives them a somewhat unsettling appearance, making them appear to stare hungrily at whomever holds them.

At the beginning of the carnival, the dolls are nothing more than harmless toys. As the day passes and the fey begin to take over, they begin cursing the dolls and maliciously distributing them to all fairgoers in order to wreak havoc. Getting rid of one of these cursed dolls requires a *remove curse* spell. Choose or randomly roll for the cursed effect of each doll.

1d10	Curse
1–4	**Bad Luck:** You take a –1 penalty on all attack rolls.
5–7	**Kewpie Face:** As time passes, your face slowly begins to resemble the expression of the doll. You take a –4 penalty on all Charisma-based skill checks.
8–9	**The Stench:** You stink horribly and are sickened for as long as you suffer from the curse, regardless of how many times you bathe.
10	**Warts:** You break out in horrific warts all over your body, taking 1d4 points of Dexterity and Charisma damage. This damage cannot be healed until the curse is removed.



shimmering ice walls climb into a mammoth labyrinth of twisting frigid corridors.

The ice maze is one of the carnival's premier events. Spanning several hundred feet of meadow on the northern side of the river, its twisted corridors are designed to confuse and confine its thrill-seeking explorers.

Creatures: Throughout the maze, the carnies placed many playful obstacles to confuse, frighten, and mislead; they consist mostly of harmless snow sculptures, slick patches, and other awkward terrain. In addition, five carnies dart through the icy warrens, each emulating Gradzaal's fierce countenance by wearing a papier-mâché mask of a large bull. The masked carnies sneak about the maze, popping out at fairgoers and eliciting screams of excitement. A gold-painted ring pierces the nostrils of one of the bull masks. Anyone plucking it from the mask (by making an unarmed attack roll against AC 20) can cash it in for a carnival doll (see sidebar).

1-foot-thick ice walls: hp 36 (hp 3/inch), Hardness 0; Break DC 21

Carnies (5) CR 1
hp 7 each; see page 4

CT15. Ice Carving (EL 6)

A trio of bizarre little gnomes furtively scurries about, struggling to lug tremendous blocks of ice onto a small field on the northern riverbank. The area is roped off and signs posted about read "Do Not Enter!" As ice blocks are moved into rows, the strange creatures drape the blocks with blankets to obscure them from the public view all the while shooing away fairgoers attempting to watch. A banner above the field reads "Gruttlemugger's Traveling Ice Carving Contest! 100 gp to the Grandest Chipper."

Creatures: The "gnomes" are in fact sinister frosty chiselers who enjoy watching humans carve their loved ones to bits and have prepared the blocks to fill with riders from Mr. Sathelbry's Wild Sleigh Rides. They attempt to chase away individuals who pry into their business. Should persistent individuals get too close, the depraved fey cannot resist abducting them and encasing them in the nearby blocks.

Frosty Chiselers (3) CR 4
hp 39 each; see Appendix

PART 2: FUN AND GAMES

In addition to the various booths, tents, and shows, Quinn's Carnival features a number of events that take place throughout the course of the day, culminating in a grand display of fireworks as the evening draws to a close.

Carnival Contests

Scattered throughout the fairgrounds, a variety of contests offer patrons a chance to test their skill and luck for carnival dolls.

Archery Contest: This basic archery contest uses a normal longbow to fire three shots at a distance of 100 feet. The target has five rings of different sizes, marked 30, 25, 20, 15, and 10 (which is both its point value and its AC). The highest score wins the match. An archer who scores more than 60 points wins a carnival doll prize. A 90 point score qualifies for the grand prize (an *arrow of slaying humans*).

The archery contest costs 1 sp to enter.

Coal Walker: With only a loincloth to shield him from the frigid autumn weather, a foreign man with deep reddish-brown skin and exotic features walks back and forth, barefoot, upon a 10-foot-long bed of glowing coals. He dares anyone to attempt his act and takes bets against audience members. Walking on coals requires a DC 25 Will save and deals 1d4 points of fire damage per round.

The coal walker charges 1 sp for the honor of walking across his coals.

Egg Toss: The object of the egg toss is to see how far two people can throw and catch an egg without breaking it. Contestants enter the competition in pairs. The attendant hands one of the partners an elaborately dyed and decorated raw egg. At the start, all pairs stand in two lines, facing each other from 10 feet away. With word from the contest runner, all contestants gently toss their eggs to their partners, who attempt to catch them. Those who successfully catch their eggs move back 10 feet and toss back the egg. Once a team's egg breaks, it loses, and must exit the competition. The last remaining team with an unbroken egg wins a carnival doll. To successfully throw an egg, the character must make a ranged attack against AC 0. An egg has a range increment of 10 feet. To catch the egg, a character must make a Reflex save (DC 0 + 2 per range

increment thrown). If either the throw or the catch fails, the egg breaks.

The egg toss costs 1 sp to enter.

Gypsy Fate-Tweaker: A sign outside a tent reads "Madame Viscolla—Not only can she see your future, she can change it!" Inside the tent sits an old crone wrapped in an ornately patterned shawl. Her dark eyes burn like charcoal. She introduces herself with a croak that promises an expensive but unforgettable reading. For a fee of 1 gp, Madame Viscolla "reads" an individual's cards, but always predicts a torpid outcome.

Following a reading for a PC, she offers to aid her ill-fated client in rejecting fate, attempting to change his foreseen destiny using her powerful magic. For 100 gp, she asks the PC his greatest fear. Assuming he tells her, she casts a powerful magical ward. Treat this effect as a *contingency* spell that aids the PC with an appropriate spell (such as *protection from energy, death ward, or freedom of movement*) the next time he faces the situation he fears the most. As the first PC leaves, she hands him a cold iron *wand of shatter* with 35 charges remaining. "When the time comes," she says, "use it well."

Ring Toss: Beyond the barker rests a table covered with full wine bottles held in place with twine. A contestant is given three rings, with the purpose being to toss one over a bottle's neck from 20 feet. If the ring goes over the bottle neck, the contestant wins the bottle. The wine in most of these very old bottles has long since turned to vinegar, but a few prize vintages lurk in the collection (1 in 6 is worth 1d6×10 gp). Ringing a bottle's neck is very difficult. A PC must make a successful ranged attack roll against AC 23.

The ring toss costs 2 gp to enter.

Sack Race: A pair of racers climbs into a large sack and hops down a 100-yard field. The first team to cross the finish line wins a carnival doll. If a pair moves at full speed, each member must succeed on a DC 10 Balance check or fall prone. If they can both make DC 20 checks, they can run at double speed. Moving at half speed requires no check.

Entering the sack race costs 1 cp.

Terror in the Ice Maze (EL 4)

Gradzaal is simply not cut out for the life of a carny. Originally rescued by Tessa and Namdrin, for years he accompanied them on their adventures, where his massive strength and bestial fury served them well in their dangerous journeys. When the fey captured Tessa and Quinn fell into despair, Gradzaal stuck by the shadowdancer, not out of any real sense of loyalty, but simply because he had nowhere else to go. The constant mockery and annoyance of the carnival brats has grated on his nerves for hours, and by the time the cold rider's agents contact him, he is more than ready to hit something.

As soon as he learns of the plan, and before the fey are ready, he charges into the ice maze and brutally beheads the first person he sees—a young lumberjack touring the carnival with his sweetheart. About half an hour before the fireworks display is set to begin, her scream rings out across the grounds. The wail of pure terror lasts for several seconds before it ends just as abruptly, leaving behind an ominous silence that is, in a way, even more frightening.

After a few seconds of silence, however, the carnival slowly returns to normal. No one seems willing to investigate the source of the scream, and if the PCs request help, everyone seems to be willing to put it down to the exuberant carnies and their minotaur masks.

If the PCs do investigate, Gradzaal is easy to find. His first kill rests just around the first corner from the entrance, and his bloody hoofprints are easy to follow from there as they head deeper into the maze. Unless the PCs intervene, Gradzaal kills one person every minute, until he has killed all ten people that happened to be inside the maze when he entered. From there, he hides all the bodies in the center of the maze, and waits impatiently for his fey allies to arrive and secure the rest of the carnival. If the PCs track him down, they find him standing over the lifeless corpse of his most recent kill, smiling as he licks the blood from his axe. If the PCs defeat Gradzaal before he kills everyone inside the maze, they receive 5 Virtue Points.

Gradzaal (minotaur) **CR 4**
hp 39; *MM* 188

TACTICS

During Combat Gradzaal powerfully charges a PC and then lays waste with his greataxe. If he finds he's having an easy time with the party, he breaks icicles from the maze to impale PCs on, hanging them from the walls by their throats like ragged old coats.

Morale Gradzaal fights to the death.



Syntira

Syntira's Summons

If the PCs accumulate 11 or more Virtue Points during the first two parts of this adventure, Syntira decides that they are worthy heroes who might just be a match for the evil of the cold rider. Just before the fireworks display is set to begin, she uses *animal messenger* to call a red fox to deliver a note to the PCs (see Handout #1).

When the PCs reach the grove, read or paraphrase the following:

On the western edge of the grove, a pinprick of yellow light flares suddenly against the darkness. From the smallest flash of color, it silently increases its radiance until it seems as if the sun itself has come down from the heavens into the grove. Suddenly, directly in front of the light, an alluring female form appears. The intensity of the light makes it almost impossible to determine any of her features, but it is clear she must be stunningly beautiful, and completely naked. The only part of her that is clearly visible is her eyes, which are liquid brown and seem to draw in the light. Her voice chimes with the crystal beauty of a mountain spring on a summer afternoon.

"Please do not fear. I will not harm you or any other mortal. I am Syntira, nymph queen of Darkmoon Vale, and I am of the First World. My court of fey lived in these dark woods before the first of your kind set foot upon its verdant green. For an age or more we have watched you from tree and shadow, through spider's eyes, underneath the wings of sparrows, and behind the grub worm and acorn. Long have we watched as your people bled the land with axe and flame. For a spell my anger grew such that I would see you all pay for this scourging of the forest. When I wallowed in the deepest pit of hate is when a cold wind blew down on my grove. A rider came with the wind; atop a dead stag and sheathed in frozen blades he came, and with a voice like steel on ice he promised me revenge. I agreed then, but now I know this course is ill. I only hope I have not awakened to the truth of this evil too late. When the rider came, my people changed. The cold froze their flesh; their hearts turned to ice. They forgot the green, forgot the woods. They forgot everything but hate. Now they come with the wind, led by their cold rider. They come to the carnival to butcher you and the rest of the mortals, and the only one who could stand against them is chained by bands of love stronger than iron.

"You must act quickly. My kin already begin their slaughter. Your people bleed—I feel their pain as I once did the torment of the trees. Pain is evil. Tree, beast, or man, it makes no matter, and no measure of cruelty can repair what has come before. Your kin suffer for nothing but spite. Save them, and save yourselves. But take this with you, lest you offer yourselves to the frozen fey as lambs to a butcher."

The intoxicating woman waves her hand across the snow, and a small collection of vials appears. "Drink this and you will not fall prey to the rider's magic. He carries an iridescent purple flower of living ice called the Eye of Rapture, *enchanted to cloak horror and agony in a guise of mirth and merriment. So long as this crystal remains unspoiled, your people will continue their revels as the fey cut them down. You must stop the slaughter. Only by frustrating the cold rider can you force him to appear so you can end your people's suffering once and for all."*

Syntira supplies the PCs with vials of a liquid that counters the *Eye of Rapture's* effects. She prepared one vial for each PC but has no more to offer. After she delivers her speech, she lingers for a few moments to answer questions. A few possible questions and answers are below.

Who is this one you speak of who could stand against the cold rider? "The master of the carnival, the half-elf for whom steel and shadow dance as one—he is their slave now. The rider has his wife imprisoned in a shard of deep black ice. Namdrin Quinn swore an unbreakable oath of the old world not to interfere with the cold rider's revenge, and in return his wife will be free of the ice shard prison that binds her fast. But Namdrin is betrayed. The crystal feeds on his love's soul, and the only freedom she will know is horrid death, her soul consumed by the evil of shard. Namdrin cannot break his oath, but you could free him of his bond. If you can destroy the shard and free his wife, the compact will be sundered, and the half-elf will rise against his tormentors and aid you."

How do we free his wife? "You need only destroy the crystal with a solid blow of the steel you so favor. Once sundered, her spirit will be free. But you must act quickly. The crystal is forged from witch ice—a foul substance mined from the depths of the frozen queen's demesne in the far North. There the exiles of our people dwell in frost and biting wind, condemned to wander the tundra wastes. A w*itch ice shard* consumes the soul trapped within, allowing its bearer to draw on the life force. You must break the crystal before Tessa is utterly destroyed."

How can we kill the cold rider? "The rider is a fell foe. His antlers twist, stab, and pierce the flesh of mortals with a life of their own. His glaive freezes blood in the vein. As long as ice is near, his wounds knit and seal, and he cannot be easily slain. Fire and shattering force, or the vibrations of sound, can destroy him best. His armor is thick, but can be sundered by magic if you know the proper spell."



Hail Champions,

A bleak and bitter frost has fallen across the forest, and I fear it has reached even into the hearts of my people. Aided by agents of an ancient evil, they are about to visit such destruction upon the people of your community as has only been seen in nightmares. If you would aid me in combating these villains, please come swiftly to the grove beyond the west entrance of the carnival. Do not be startled by my appearance.

—Syntira

Handout #1

How does the *Eye of Rapture* work? "Those under its spell see what they want to see, not what is real. They are oblivious to pain, ignoring the screams of agony and their own free-flowing blood. Death takes them with a smile on their face. The townsfolk believe even now that they enjoy the delights of the carnival, but already the cold rider's converts crush and kill and burn, strangle and choke, gouge jellied eyes from their sockets, and smash brittle bones to shards of pain. You must not tarry! Your people bleed and die as I speak. Kill the rider and the eye dies with him."

The Grand Display

When the PCs return from their meeting with Syntira, they find the carnival has been drastically altered in their absence. Yellow globes of light that float and twirl through the air above the carnival now brilliantly light the paths and tents of the show. Every so often, a new yellow globe rises from one of the tents and joins the growing multitude above the fairgrounds.

Most of the people have gathered along the lakeshore to witness a breathtaking display of fireworks. When the PCs arrive, read or paraphrase the following:

The moon is high in the sky; its light shimmers off the ice like pale ghosts dancing in the darkness. On the surface of the lake, fairgoers revel and hoot, stomping their feet to rollicking fiddle music played by a band of grigs that maniacally bow their instruments while hopping about the bandstand. A gong sounds from the stage and scores of colorful rockets suddenly spring into the sky, where they explode into glistening clouds of multicolored sparks that drift gently to the ground. As the sparks slowly drift on the wind, an unseen mist seems to lift from the scene, and in a moment, everything changes.

The grigs continue to play, but instead of a lively dance tune, they are playing an eerie, haunting melody that drips with sadness and cruelty. They stand off to the side with expressions of anxious expectation. Meanwhile, instead of colored sparks, a rain of leeches drifts from the sky and settles over the crowd with a series of wet noises.

PART 3: CARNIVAL OF TEARS

By the time the fireworks display reaches its conclusion, most of the carnies are dead, their souls bound by the timeless magic of the fey and hovering over the carnival as brilliant yellow orbs. Unless the PCs can stop the slaughter, most of the population of Falcon's Hollow is likely to join them within the next couple of hours. All around the show, the fey have transformed the fun carnival events into death traps, while the hapless townsfolk wander around with smiles on their faces, only realizing the true situation after it is too late. While a few of the townsfolk undoubtedly make their saves (see the *Eye of Rapture* sidebar) and realize what is going on, the rest of the carnival blissfully ignores their cries of fear and terror.

There are eight encounters corrupted by the fey. Not every encounter has been changed. Assume the unmentioned ones are empty and dark; the carnies that were running them are either dead or missing. In each of their descriptions is the number of townsfolk the encounter slays each hour if it is not stopped. If the fey manage to kill 700 people (roughly half the population of the town) they effectively win. At that point, they withdraw back into the forest and wait for the town to self-destruct (see Concluding the Adventure). If the PCs manage to disrupt three of the eight encounters, the cold rider sends Prig, his mischievous servant, to determine what the PCs are up to and stop them. If the PCs defeat Prig and disrupt six encounters, the cold rider himself appears to stop them. Refer to Part 4 for more information on these events.

EYE OF RAPTURE

Eye of Rapture
Aura Strong illusion; **CL** 20th
Slot none; **Price** lesser artifact

DESCRIPTION

The *Eye of Rapture*, once triggered, shrouds an area as large as one square mile in a powerful meld of enchantment and illusion magic. Those within range see only what they want to see and are filled with euphoric glee. They ignore anything that happens that does not mesh with their preconceptions. The effect lasts for 2d4 hours, and the wielder may alter the illusions witnessed at any time. When the duration expires, the eye crumbles to crystalline dust and loses all magical properties. A DC 25 Will save is necessary to avoid falling under the eye's spell. The eye requires a powerful evil fey custodian to work its magic, as it draws on this fey's darkest thoughts and hate. If the custodian is slain, the eye fractures and crumbles to dust.





Designer Notes

UNCOOPERATIVE PCS

While there are plenty of opportunities to gain Virtue Points throughout the first half of this adventure, it is entirely possible that callous, evil, timid, or blind PCs might not accrue the necessary 11 in order to convince Syntira to aid them. In that case, they are just as subject to the effects of the *Eye of Rapture* as any other townsfolk. If this happens, the adventure is certainly not over, but it becomes much more difficult.

It is possible that one or more of the PCs makes the Will save necessary to resist the eye's effects. In that case, you can run the adventure largely as written, although those who failed their saves are severely handicapped, perhaps even refusing to believe anything their friends tell them.

In the event that none of the PCs make their save, allow them to continue exploring the altered carnival until one of them is injured by the fey. At that point, give him a new save with a +4 bonus. If a PC dies during the course of the exploration, all of the others get a new save with a +10 bonus.

Eventually, they might learn the truth, but by then, it might be too late.

CT1. Ticket Booths (EL 5)

The ticket booths have undergone a gruesome change of décor. Pinned onto the rickety wooden booths hang the precisely removed facial skins of unfortunate fairgoers, all twisted and stretched into expressions of grotesque laughter. Frost-limed brownies clatter about the booth, attending the oblivious crowd, happily handing them grisly event tickets peeled from tongues and fingers. One wickedly grinning brownie passes out lollipops that look suspiciously like eyeballs spitted on twigs.

Once the dark ice fey take over they pass out the tongues and fingers of previous fairgoers as event tickets. Families wander about with bloody tongue-stumps and grisly fingers in hand happily handing them over to evil fey barkers.

Creatures: While this event uses the body parts of victims harvested elsewhere, it does not actually kill anyone and does not count as one of the events the PCs must stop. The dark ice brownies that man the booth, however, do not hesitate to attack the PCs if they interfere.

DARK ICE BROWNIES (4) **CR 2**
hp 7 each; see Appendix

CT2. Mr. Sathelbry's Wild Sleigh Rides (EL 3)

Black lines smear through Sathelbry's name on the signboard in front of his sleigh stop. It now reads, "Free Sleigh Rides for Children." Seated in the driver's seat, a queer little gnome with an icy beard waits patiently as dozens of children pile into the sled.

As the PCs approach, the gnome driver cracks his whip, lurching the over-packed sleigh toward the nearby wood at a breakneck speed. Characters making a DC 10 Spot check see Sathelbry's mangled corpse bound beneath the sleigh, his head dragging against the snow leaving behind a bloody trail. Searching the feed trough reveals the old man's limbs diced into his horses' oats.

The sleigh returns about 10 minutes later, mysteriously empty, to pile in another load of children.

Creature: The strange driver is a frosty chiseler who drives the children into the wood to encase their bodies in ice blocks for the ice-carving contest. He kills roughly 60 people an hour unless the PCs stop him.

FROSTY CHISELER **CR 3**
hp 39; see Appendix

CT5. The Titan's Wheel (EL 4)

The Titan's Wheel has undergone a drastic change. Stripped of its once-colorful decorations, it juts like a rotten claw from a quagmire of mud and blood. Fairgoers navigate toward it on rotten planks arranged as stepping-stones to span the fetid morass. Ghoulish trophies dangle from the great metal wheel, bound by their own intestines to the rusting metal so they drag through the mud and up into the air as the wheel rotates.

A gang of dark ice fey brownies have transformed the Titan's Wheel into a sadistic torture device. Inside the windmill, helpless victims are strapped to a series of counterweighted cogs and cranks. When the wheel is spun, the rotating device stretches and pulls the victims until they tear apart. This encounter kills 40 people per hour unless the PCs intervene.

DARK ICE BROWNIES (3) **CR 2**
hp 7 each; see Appendix

TACTICS

During Combat The barker tries to act as if nothing is wrong while the other three dark ice brownies try to get players to come around back and trick them into entering the machine. If anyone is foolish enough to enter into the cramped space, the door slams shut behind them, triggering the trap.

Morale If injured, the brownies hide in the windmill and refuse to come out.

Trap: The door around the back of the windmill allows access to the machinery within. All of it is large enough for the brownies to slip through without trouble. As such, they've deliberately rigged a trap to capture and crush any Small to Large sized creatures that enter.

TITAN'S WHEEL TRAP **CR 3**
Type mechanical; **Search** DC 15; **Disable Device** DC 28

EFFECTS

Trigger location; **Reset** automatic
Effect Atk +20 melee (masterwork manacles lock on victim, binding him and dragging him through the machinery; once captured, every 1d4 rounds the wheel spins, automatically dealing 5d6 points of damage).

CT6. Strong Ale Tent (EL 4)

Beneath the ale tent, the reveling lumberjacks stand contorted in various stages of rigor as they slowly transform into gnarled trees, while their comrades stumble about in an alcohol-fueled haze engaging in one sided conversations with oak skinned friends. One scrawny jack drunkenly boasts about his axe work and obliviously displays his prowess by

whacking over one of the tree-men and deftly splitting him into a small pile of logs.

Once the fey take control, they switch out the ale casks for their own special beverage. The magical brew served up by the fey painfully (and permanently) transforms imbibers into trees to replace the damage done by axe and saw. Lumberjacks aplenty begin to sprout branches and take root here soon after the switch takes place.

Any humanoid who drinks the magic ale must make a DC 20 Fortitude save. Failure results in a horrible transformation that begins with the victim growing roots that immediately burrow into the ground, immobilizing him. The victim cannot move unless he succeeds on a DC 15 Strength check to pull the roots from the earth. On the third round after he drinks, the victim gains a *barkskin* effect (CL 10th). On the fifth round the victim is transformed permanently into a healthy young tree. A *remove curse* or similar spell applied before the transformation completes reverses the process. Once the transformation into a tree is complete, only a *miracle* or *wish* effect applied before the next full moon can restore a victim to its original state. On the next full moon's rise, a dryad nurtured by the affected creature's soul is born of the tree and the original humanoid is forever lost.

If the PCs succeed in defeating the cold rider and release Syntira's fey from his evil influence, she brews up a special concoction that reverses this effect, restoring the revelers back to their natural forms.

Creatures: The PCs can stop this encounter by slaying Arran, the pixie who is responsible for switching in the magical ale and feeding it to the lumberjacks. If left to his own devices, Arran slays 50 people in the first hour, then leaves this tent when it becomes completely full of trees, and begins wandering around the fair handing out free drinks, killing 30 people an hour thereafter.

Arran the Pixie **CR 4**

hp 4; MM *236*

TACTICS

During Combat As soon as he notices the PCs,



THE WONDER OF MODERN ENGINEERING MACHINES

Anyone approaching too close to a machine risks a grisly death. While operating, all machines create a threatened area. Whenever an individual enters that area, he is subject to the machine's attacks.

Attacking Machines*:* Characters entering these machines' threatened spaces are attacked by swinging blades, slashing pendulums, or other similar melee or ranged attacks.

Individual machines can be stopped with a DC 20 Disable Device check or a DC 25 Strength check, or by dealing more than 25 points of damage to a single machine. The machines have a hardness of 8.

The Blade of Doom: Suspended from an old catapult-frame, a massive circular sawblade with a diameter the length of a cow spins at a blinding speed. A conveyor belt crafted entirely from spiked chain hauls entire trees toward the whirling monstrosity that rends them in half as easily as a plough tills sand. Anyone entering the machine's threatened area must make a DC 16 Reflex save to avoid getting grappled by the conveyor belt (Grapple +10). Grappled creatures must free themselves before the next round or pass through the blade and take 5d6 points of damage.

The Chipper: A long wooden chute leads to a gaping metal opening filled with several twirling axles, each fitted with dozens of rapidly rotating blades. Anyone falling near the chute must make a DC 15 Reflex save to avoid getting pushed into the chipper and taking 2d6 points of damage per round for 5 rounds.

The Ten Splitter: This machine is responsible for the relentless chopping of a mechanized row of ten axes, all attached to a lever and pulley system. Two laborers load the machine by placing logs upright beneath the blades. Then with a single pull of the main lever, all the axes fall, dramatically splitting all ten logs at once. Anyone within the threatened area must avoid a +15 melee attack that deals 1d10 points of slashing damage.

The Debarker: Newly felled trunks are bolted to titanic iron gears and locked into a frame, creating a giant rotating spindle. As the trunk spins, a huge mechanical arm fixed with an oversized lathe blade slams into the bark, sloughing it off in thick strands. Anything within the debarker's 5-foot reach must avoid a +20 melee attack that deals 1d8 points of slashing damage.

The Planer: Demonstrating the amazing power of his board-maker, one of the lumberjacks gleefully tosses rough-hewn planks between twin churning drums covered with iron rasps. They almost seem to scream as a perfectly clean plank pops out the other side. A DC 15 Reflex save avoids getting pulled through the drum rasps and taking 5d6 points of damage.

The Board Press: This machine restores and flattens warped boards using steam and pressure. After placing twisted planks onto a bed of short spikes, a heavy iron plate is latched down over the top. Giant turn-screws create incredible pressure while a series of twisted copper pipes spill boiling hot water down onto the device, bathing everything in a cloud of scalding steam. After the steam clears, the screws are released and the boards pop out clean and flat. Anyone within the threatened area must make a DC 14 Reflex save to avoid being grappled by the press (Grapple +10). Grappled creatures must free themselves or be pressed, taking 1d6 points of piercing and 2d6 points of fire damage for the next three rounds.

The Stacker: This device stacks and binds cords of wood onto shipping pallets. Cleaned lumber is thrown down a chute where automated shuffling panels line it up by size. The wood is then dropped onto pallets squared off by iron bars. As soon as the pallet fills to the top, another helper pulls a lever that drops down a device that looks like an oversized horseshoe from some scaffolding above. It fits neatly over the cord, and when it retracts, it binds the entire stack together with small chains. The stacker attacks anyone in its threatened area with a +20 melee attack that deals 3d6 points of bludgeoning damage.

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he dips his arrows into the potent fey brew and begins firing them at the characters. Anyone struck by the arrow must make a DC 13 Fortitude save or be affected as if he had imbibed the brew.

Morale Arran attempts to shoot as many characters as possible, fleeing as soon as an opponent gets close enough to make melee attacks.

CT7. Blind Peep Show (EL 8)

Signs sloppily painted in smears of brownish-red blood read "Free Peep Show!" Their arrows point to a pair of nondescript tents erected in the shadow of the wood, just beyond the ale tents. In front of the tents, fairgoers of all types line up before the entrance, bristling with excited anticipation to see what causes the bright flashes of light and horrified screams from within. Mangled in the branches of the nearby trees hang the bodies of several half-orcs, dancers, and a pair of foreign musicians, their mouths and eye sockets all stuffed with fresh daisies.

Creatures: Once the fey take over, Kabran's goons are "sent away," and his dancers are replaced by a nymph, Syntira's younger sister Ambrosia, who blinds patrons before other fey descend on them with murder in mind. This event kills 30 people per hour unless the PCs put a stop to it.

Ambrosia the Nymph **CR 7**
hp 27; MM 197

TACTICS

During Combat Ambrosia attempts to blind as many PCs as possible before she begins converting her prepared spells into *summon nature's ally* to call for aid.

Morale Ambrosia delights in malice, cruelty, and pain when it is inflicted on others, but isn't thrilled with it herself. She flees (using *dimension door*) as soon as she takes any damage.

Dark Ice Brownies (2) **CR 1**
hp 7 each; see Appendix

CT8. The Wonder of Modern Engineering Tent (EL 6)

A towering mass of sinew with a skeletal visage stalks the perimeter of the machine tents, randomly plucking carnival attendees and violently thrusting them beneath the tent's greasy canvas folds, where their hellish screams

are mostly drowned out by the deafening grinding of the machinery within. Nothing walks from the tent's exit. Instead, a dark fey brownie rakes piles of shredded flesh and ground bone into a shallow trench of bloody pulp that trickles down the hill and into the river.

Creatures: The gruesome tent keeper is a disturbed evil fey called a banaan grimstalker.

Jhoruk the Banaan CR 6
Male grimstalker fighter 1
Tome of Horrors II 89
NE Medium fey
Init +7; **Senses** low-light vision; Listen +8, Spot +8

DEFENSE

AC 22, touch 17, flat-footed 15
(+2 armor, +7 Dex, +3 natural)
hp 43 (7 HD; 6d6+12 plus 1d10+2)
Fort +6, **Ref** +12, **Will** +7
DR 5/cold iron

OFFENSE

Spd 40 ft.; climb 20 ft.
Melee *+1 battleaxe* +10 (1d8+7/×3 plus poison) or 2 claws +8 (1d4+4 plus poison)
Special Attacks poison (DC 15 Fortitude; 1d6 Dex/1d6 Dex), sneak attack +3d6
Spell-Like Abilities (CL 8th):
3/day—*control plants* (DC 20), *tree shape*

TACTICS

Before Combat Jhoruk is under the effect of the *Eye of Rapture* to appear as a burly lumberjack. He does his best to maintain his cover, despite his strong desire to slaughter everyone lined up to enter the tent. Should anyone give him trouble, he attempts to bounce them first, using Intimidate to appear as menacing as possible, though if pushed he doesn't hesitate to dig his poison claws into opponents who stand too close. On occasion, he might even appear to give in to problem customers and invite them inside the tent for a private viewing. Once inside, though, he immediately tosses such individuals into the chipper.
During Combat Jhoruk uses his claws against opponents he thinks he can easily defeat, saving his poisoned axe for tougher foes. Whenever the opportunity arises, he ducks beneath the tent, hides, and attempts to pop back out to sneak attack.
Morale Jhoruk loves to fight, but if dropped to half his hit points he has no problem calling for aid from within the tent. He fights until dropped to 3 hit points, at which time he uses his *tree shape* ability to blend in with the trees inside the tent and waits until later in the carnival to track down the PCs and take revenge.

STATISTICS

Str 18, **Dex** 25, **Con** 15, **Int** 14, **Wis** 14, **Cha** 14
Base Atk +4; **Grp** +5
Feats Combat Reflexes, Stealthy, Track, Weapon Focus (battleaxe)
Skills Climb +19, Hide +17 (+25 in forest), Intimidate + 9, Jump +11, Knowledge (nature) +7, Listen +8, Move Silently +17, Search +7, Spot +8, Survival +8 (+10 natural surroundings, +10 following tracks)
Languages Common, Elven, Sylvan
Gear *+1 battleaxe*, *gauntlets of ogre power*, leaf armor (racial armor that is destroyed when he dies)



CT8a. Modern Engineering Interior (EL 5)

A freakishly small, soot-smeared barker wearing a threadbare wool suit and a top hat incites a crowd, directing attentions to the various pieces of machinery around the room as he deftly rattles off his pitch:

"Step right up! Step right up, folks! See the world's most magnificent manipulations of modern machinery! Guaranteed to chop, dice, and saw away yer troubles! You'll just die when you see 'em! Welcome to the convenience of the modern age!"

Creatures: The dark ice fey seized this tent and charmed all of the machinists,

engineers, and other folk who were supposed to operate and service the machines. The dark fey now use them to put on exciting displays, demonstrating the power of the machinery by feeding it lumberjacks, millworkers, and lumber barons who stop by to experience the wonder of the carnival. This encounter is a factory of death, chewing through 100 people every hour until the PCs shut it down.

Dark Ice Brownies (4) **CR 2**
hp 7 each; see Appendix

TACTICS

During Combat The brownies work in teams, some attempting to get PCs to pursue them into dangerous spots while others try to trip or push them into the machines.

Morale If injured, the dark ice brownies attempt to hide in the tent, although they flee for the hills if anyone casts *shatter*.

CT10. Biggy-Piggy Pie-Eating Contest (EL 5)

The delicious scents of sugary berries and fresh-baked pastry wafts by, drifting from a tent near the river. Waving high in the air above it, a blue silk banner beckons "Biggy-Piggy Pie-Eating Contest!" in bright gold letters. Beneath the banner sits a twenty-foot-long table covered with a red-checkered tablecloth. Seated at a bench before the table, twelve local contestants eagerly stare at the tremendous steaming pies placed before them. With napkins tucked into their shirts and their hands tied behind their backs, they await the signal to begin. Near the table, a wooden sign staked into the ground reads, "Entrance Fee: 2 Coppers, Winner Gets Fat Prize!"

To the left of the table, the event's sponsor emerges from behind a wheeled cart bearing the weight of a coal-burning oven. With a bellowing voice that compliments his immense rotundness, the pie chef yells, "Begin!" Within seconds, contestants' faces greedily plunge into the fresh-baked pies as they slobber and gnash their way to victory.

Once the competition starts, the chef happily fills new pie crusts with a strange device that looks like a giant butter churn attached to a spinning wheel with a big foot pedal. In the front of the churning chamber, a metal spigot attaches to a 10-foot hose. When the pie chef stomps the pedal, steam shoots out the top of the churn as gouts of pie filling erupt from the hose.

Creatures: The Master of Ceremonies for the Pie-Eating Contest is none other than the Swinomancer, a corpulent anthropomorphic hog. In his human guise, provided by the *Eye of Rapture*, he happily feeds contestants slop-filled pies packed with diseased and rotten entrails. Behind his tent graze a dozen or so pigs, all of whom are previous pie-eating-contest winners, horribly transformed by the chef as a reward for being the biggest pigs.

The Swinomancer appears as an obscenely obese humanoid with bright pink flesh, porcine features and a tremendous smile. He wears a double-breasted white chef's jacket with checkered cuffs and golden epaulets, black and white checked pants, and a floppy white chef's hat. In his true form, the Swinomancer is a 600-pound anthropomorphic swine fairy.

Stepping on the foot pump of the pie-filling machine releases a blast of steam that compresses a central chamber crammed with pie filling. This forces the filling through a long flexible cloth hose connected to a brass fitting that shoots the filling into a pie. The apparatus can



The Swinomancer

stuff about fifty pies before it needs to be recharged. Currently, the machine is filled with rotten, diseased entrails. As a full-round action, the Swinomancer can stomp the pedal and blast opponents with a shot of diseased entrails. The blast is a ranged attack that targets all opponents in a 10-foot line emanating from the wielder. Targets struck are dealt 1d2 points of fire damage and must make a DC 11 Fort save to avoid catching filth fever.

The Swinomancer kills 20 people an hour until he is stopped.

The Swinomancer **CR 5**

Male unseelie manimal (boar) wizard 4

Advanced Bestiary 167, 246

CE Medium monstrous humanoid (extraplanar, feyblood)

Init +2; **Senses** darkvision 60 ft., low-light vision, scent; Listen +8, Spot +8

DEFENSE

AC 18, touch 12, flat-footed 14 (+4 armor, +2 Dex, +6 natural)

hp 63 (7 HD; 3d8+4d4+35)

Fort +7, **Ref** +6, **Will** +7

DR 5/silver; **Resist** cold 5

OFFENSE

Spd 30 ft.

Melee club +8 (1d6+3)

Ranged pie-filling machine +7 (1d2 fire plus disease)

Special Attack ferocity

Spell-Like Abilities (CL 6th):

At will—*invisibility*

3/day—*ghost sound, silent image*

1/day—*alter self, darkness, magic mouth, sleep* (DC 10)

Spells Prepared (CL 4th; +7 ranged touch):

2nd—*glitterdust* (DC 15), *scorching ray, summon swarm*

1st—*expeditious retreat, grease, mage armor, reduce person* (DC 14)

0—*mage hand* (2), *prestidigitation* (2)

TACTICS

Before Combat The Swinomancer casts *mage armor* at the beginning of the carnival. He casts *grease* to cover his tracks before he runs behind the oven for cover, remaining within reach of his pie-filling machine.

During Combat As opponents approach, the Swinomancer blasts them with diseased, hot entrails of pie filling. Next, he casts *reduce person* on the burliest-looking fighter and defends his position with wild arching swings of his baker's peel. If possible, he takes further blasts with his machine, between which he casts *summon swarm* to call forth a swarm of rats and *scorching ray* against a spellcaster. If he gets the chance, he uses *mage hand* to fling pies around, hoping to create enough distractions to use his machine.

Morale If reduced to 15 or fewer hit points, the Swinomancer casts *invisibility* and *expeditious retreat*, then flees for his trailer and locks himself inside.

STATISTICS

Str 16 **Dex** 14 **Con** 20 **Int** 16 **Wis** 10 **Cha** 9

Base Atk +5; **Grp** +8

Feats Alertness, Exotic Weapon Proficiency (pie-filling machine), Scribe Scroll, Skill Focus (Craft [cooking])

Skills Concentration +13, Craft (cooking) +13, Listen +6, Spellcraft +11, Spot +8, Survival +8

Languages Common, Sylvan

SQ unseelie pact, unseelie sight

Gear Pie-Filling Machine, 4 hardwood baker's peels (treat as clubs)

SPECIAL ABILITIES

Unseelie Pact (Ex) If the Swinomancer becomes good or neutral he loses the unseelie template but retains the feyblood subtype and vulnerability to silver weapons. If he becomes a good-aligned creature he gains the seelie template.

Unseelie Sight (Ex) When the Swinomancer uses his *invisibility* ability he can see other unseelie creatures and dark ice fey using the same ability. In addition, he automatically succeeds on saves against illusion spells and effects produced by unseelie creatures and dark ice fey and immediately recognizes such effects as illusions.

CT14. The Ice Maze (EL Varies)

Fairgoers happily trot into the ice maze, oblivious to the eerie pinkish color of the ice walls and the blurred shapes of butchered townsfolk now sealed beneath layers of ice, propped upright and facing into the maze.

The dark ice fey transformed the ice maze into a brutal gamut of deadly traps and wild creatures. Now the object of the ice maze is to find Gradzaal, who has a prize for the lucky winner: the business end of his gory axe. If the PCs defeated Gradzaal in Part 2, the fey have still filled the maze with monsters and deadly traps, and delight in plucking off townsfolk one by one. In this case, replace Gradzaal with a frosty chiseler (see Appendix). As long as Gradzaal is alive, the maze kills 30 people every hour and the PCs cannot stop the killings without dealing with the minotaur. Once he is dead, the body count drops to 10 people per hour. Do not consider this encounter resolved for the purposes of Part 4 until all the traps have been removed.

CT14a. The Ice Devil (EL 2)

Tacked to the wall outside this corridor is a sign that reads "Beware the Man-Eating Ice Devil!" Blocking the passage ahead hunches a grotesque four-foot-tall humanoid with pale blue flesh, droopy fiendish features, and tiny frost-coated bat wings. Around his neck he wears a thick iron collar linked to a ten-foot-chain that is mounted to a heavy iron spike in the wall. Leering down the passage, he growls ferociously.

Creature: The "ice devil" is actually Bogrot the mephit. The fey placed the poor creature here after they partially lobotomized it with repeated beatings.

Bogrot **CR 2***

hp 13; MM 182 (ice mephit)

TACTICS

Before Combat Bogrot howls and blasts trespassers with his icy breath weapon, trying to scare them away from his passage.

During Combat Bogrot violently attacks any creature that approaches, although his chain constrains him. If freed, he rampages through the maze in a random direction, attacking anything attempting to block his movement. Repeated beatings have left Bogrot incapable of using his spell-like abilities.

Morale Brain-addled Bogrot possesses little control over his actions, and if confronted he fights to the death. If freed from his chain, he runs about the fairgrounds attacking innocents until subdued.

*Bogrot's CR is reduced both because he is bound and cannot use his spell-like abilities.

CT14b. Ice Flowers (EL 2)

Down the center of this wide corridor, a narrow footpath winds through a shimmering grove of perfectly sculpted ice chrysanthemums.

Trap: The footpath hides a *glyph of warding*. Should anyone pass through the grove, the chrysanthemums erupt into showers of needle-sharp ice shards.

Exploding Ice Flowers **CR 2**
Type magical; **Search** DC 28; **Disable Device** DC 28

EFFECTS

Trigger location; **Reset** no reset
Effect spell effect, glyph of warding [blast], 5th-level cleric, 2d8 cold, DC14 Reflex save for half damage, multiple targets (all targets within 5 feet)

CT14c. Silent Watery Grave (EL 1)

Stepping on this 10-foot-square patch of thin ice floor sends victims 20 feet down into a pool of icy cold water. The slick vertical ice-pit walls cannot be climbed without rope or hacking away hand and footholds, while the 10-foot-deep frigid waters deal 1d6 points of nonlethal damage from hypothermia per minute of exposure. Making the trap slightly more lethal, falling into the water also triggers a *silence* spell, deterring trapped individuals from communicating effectively. When the PCs first fall victim to this trap, there are likely one or two frozen corpses already floating here.

Silent Freezing Water Pit **CR 1**
Type mechanical; **Search** DC 20; **Disable Device** DC 20

EFFECTS

Trigger location; **Reset** manual
Effect DC 20 Reflex save avoids; 20 feet deep into 10 feet of water (no falling damage, possible drowning plus 1d6 nonlethal cold per minute). Spell effect *silence*, 5th-level cleric, 20-ft.-radius



CT14d. The Monkey and the Spring Poppet (EL 2)

A five-foot-square box, gift-wrapped in bright green and yellow paper, blocks the passage ahead. In front of the box, a monkey dressed in lederhosen and wearing a bright red clown nose jigs about in oversized lumberjack boots. The monkey holds a second box, no bigger than his fist. As soon as he notices anyone, he amiably approaches and holds out the box.

Developments: The monkey's box opens easily. Inside, a small wind up device plays a little tune.

"I went to town the other day,
to see me a pretty lass.
But on the way, me knickers tore,
and so I failed to pass.
For want I had of a stitchin',
for want I've lost love fair.
And what without my knickers,
now must hide my derrière?"

The quirky song is a riddle that refers to the angry jack-in-the-box that monitors the passage.

If the PCs place a pin, sewing needle, or thread inside the monkey's box, they may pass by unmolested.

If necessary, a DC 12 Knowledge (local) or Bardic Knowledge check identifies the tune as an old tailor's or seamstress's song.

If PCs don't respond properly, the monkey waits a bit and offers them the box again. At any time, should they ignore the monkey and try to bypass him, he chatters maniacally, rousing the spring-bobbing, ever-grinning jester-head that pops up from the larger box.

Jack-in-the-Box **CR 2**
hp 32; MM 13 (Medium animated object)

TACTICS

Before Combat The jack-in-the-box guards its passage patiently, only attacking those individuals trying to use its passage without permission.
During Combat The jack-in-the-box slams about the passageway, barreling into opponents.
Morale The jack-in-the-box fights to the death.

Monkey **CR 1/6**
hp 4; MM 276

TACTICS

During Combat If anyone attempts to grab the monkey, he bites and tries to wiggle free, hiding behind the jack-in-the-box.
Morale If the monkey takes damage or if the jack-in-the-box is destroyed, he runs off into the ice maze screeching.

CT14e. The Face of Death (EL 5)

Horrifically embedded within the ice wall, you see the terrified face of a young man screaming as if frozen alive.

Trap: A young lumberjack frozen in the wall stares out of his icy tomb; anyone gazing upon his face is suddenly struck with icy terror.

Frozen Fear Trap **CR 5**
Type magical; **Search** DC 29; **Disable Device** DC 29

EFFECTS

Trigger location; **Reset** automatic
Effect spell effect *fear*, 7th-level cleric, DC 16 Will negates.

CT15. Ice Carving (EL 6)

Lined up in rows are impressive blocks of ice, each standing about six feet high. Dozens of revelers, including lumberjacks, children, pairs of giddy lovers, and more than one aspiring artist, gather round the blocks with hammers and chisels happily supplied by a gaggle of bushy-bearded gnomes.

The blocks of ice are worked over by patrons hoping to wow others with their sculpting skills and win a hefty cash prize. Victims frozen inside the blocks are chipped away at as the ice dwindles. Statues begin to bleed as the carvers sever fingers and ears, and pulped eyes and mashed teeth join the bloody shavings at the blocks' bases. Carvers don't see the blood or notice the horrible wounds they inflict and continue to merrily chip away at the screaming townsfolk trapped within. This bloodthirsty event kills 20 people per hour.

Frosty Chiseler **CR 3**
hp 39; see Appendix

PART 4: HEARTS OF ICE

When the PCs disrupt three of the fey's grisly carnival events, the cold rider begins to suspect that they might be the downfall of his plan. To evaluate the threat posed by the

PCs, he tells Prig, his mischievous quickling toady, to follow them around invisibly and learn their strengths and weaknesses for the coming battle. Unfortunately for the cold rider, Prig doesn't follow orders very well, and as soon as he finds the PCs he begins to taunt them from a safe distance. Even better (or worse, from the cold rider's point of view) Prig has stolen the *witch ice shard* from his master and now parades it in full view of the PCs, giving them an opportunity to gain Quinn's aid.

Before they can destroy the shard, though, first they must catch its keeper, and that is no mean feat.

Pursuing the Prancing Prig

Prig is 2-1/2 feet tall and extremely gaunt, with elfin features and pale, bluish skin. Long, slender ears rise to a sharp point near the top of his head and his hair flows behind him like quicksilver. He wears a shirt and leggings woven from leaves and tree bark. As soon as he spots the PCs, he calls out to them, "So these are the foolish mortals that are spoiling my master's plans. Silly creatures, your salvation is before you, but you can't catch me!" At this point he darts away into the crowd and disappears (using his natural *invisibility*). The PCs can recognize the *witch ice shard* around his neck with a DC 10 Spot check.

Prig's chase leads the PCs all over the carnival grounds from area to area as detailed here. As he moves through the carnival a DC 15 Spot check each round allows the PCs to detect his exact location and target him with attacks as his capricious carousing shows signs of his presence. PCs moving through an area draw the notice of any fey (or other threats) and are most likely attacked as the quickling makes his getaway. Ignore any events the PCs have already dealt with.

Biggy-Piggy Pie Eating: Prig dashes behind the stove and alerts the Swinomancer that the PCs are tailing him. As the contest begins, Prig darts across the table, stomping the contestant's heads into the pies, suffocating them in a bizarre dance. This maneuver allows the Swinomancer time to position himself behind the oven with the pie-filling machine. From there, he tries to gun down the PCs using the oven as a makeshift bunker. Prig flees for area **CT5** but leaves behind an easily tracked (DC 10) set of pie-stain footprints trailing down toward the river.

Titan's Wheel: As a patron attempts to spin the Wheel, Prig yanks his pants down. If spotted, Prig runs through this section, and the fey immediately direct his pursuers toward the "outhouse." If players are hot on Prig's trail and disregard the fey, they undo the cotter pins holding the Titan's Wheel. Soon the heavy iron wheel is cascading toward the frozen river. Should it crash onto the brittle ice 3 rounds later, it breaks through, drowning everyone in the ice-carving competition. A DC 25 Strength check halts the wheel's deadly course, as does a successful bull rush (the wheel's bull rush check is made at +8).



FOUL-MOUTHED FEY

Prig playfully spits obnoxious quips at characters as they attempt to capture him. Feel free to use these examples or improvise your own:

"You have a face like a bag of troll gizzards—ugly as sin and it'll eat anything."

"Who shaved the yak?"

"Smells like cabbage."

"Impressive—every sheep in your village must tremble at the sight of you."

"I see the runt, but where's the rest of the litter?"

"You're so sharp, I bet you'd have no problem figuring out how to swallow a handful of tacks."

"This one's so nasty he brings his own crabs to the fish market."

"He swings that sword like a kobold with a great axe."

"Pray tell, how often is it that you birth toads? Or is that not where the warts came from?"

Strong Ale Tent: Prig rustles branches in newly formed "trees" as he darts about, stealing a lumberjack's cap at one point flitting about with the oversized (and visible) hat on his head.

Blind Peep Show: Prig tugs at the nymph's veils, revealing her charms to onlookers.

Modern Engineering Tent Exterior: Prig speeds past Jhoruk and dashes under one of the tent flaps, which flops about noisily. Prig hopes the PCs are foolish enough to try to cut the vicious bouncer's line, provoking him.

Modern Engineering Tent Interior: Prig blitzes about the deadly machines here, hoping the PCs follow and are ground, crushed, sliced, and smashed to smithereens.

The Ice Maze: Prig squeaks and slides noisily here (have the PCs make DC 15 Listen instead of Spot checks).

Ice Carving: Prig can't resist the urge to render his own masterpiece in chipped ice and blood. If the PC manage to follow him all the way through the fairgrounds to this point, he finally slips up on the frozen lake and spins head-over-heels as the *witch ice shard* tumbles out of his grasp. With a curse at the fallen shard, he scampers away and heads for the woods to meet with the cold rider.

PRIG **CR 6**

Male quickling rogue 2

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CE Small fey

Init +10; **Senses** low-light vision; Listen +5, Spot +5

DEFENSE

AC 22, touch 20, flat-footed 11
(+10 Dex, +1 dodge, +1 size)

hp 19 (3d6+6)

Fort +2, **Ref** +16, **Will** +4

Defensive Abilities evasion, *haste, greater invisibility*

OFFENSE

Spd 240 ft.

Melee fey dagger +12 (1d4/19–20 plus sleep)

Ranged fey dagger +12 (1d4/19–20 plus sleep)

Special Attacks sleep (DC 15), sneak attack +1d6

Spell-Like Abilities (CL 6th):
1/day—*dancing lights*, *daze* (DC 13), *levitate*, *shatter* (DC 15), *ventriloquism* (DC 13)

TACTICS

Before Combat Prig tries to avoid combat at all costs, fleeing rapidly throughout the fairgrounds and weaving through areas monitored by his evil fey allies.

During Combat If forced into combat, he jabs quickly, using his fey dagger and sneak attacking where possible. As soon as the opportunity arises, he takes a move action to distance himself from nearby opponents, hurls his *bead of force*, and flees again.

Morale While Prig remains in constant flight, he never goes far from the fairgrounds, but instead relies on the defenses of his various allies to protect him.

STATISTICS

Str 11, **Dex** 31, **Con** 14, **Int** 14, **Wis** 13, **Cha** 16

Base Atk +1; **Grp** –3

Feats Dodge, Mobility, Spring Attack, Weapon Finesse

Skills Balance +17, Bluff +7, Concentration +6, Craft (ice sculpture) +4, Escape Artist +16, Hide +18, Jump +100, Listen +5, Move Silently +14, Slight of Hand +13, Spot +5, Survival +3, Tumble +18

Languages Common, Elven, Sylvan

SQ trapfinding

Combat Gear *bead of force*; **Other Gear** *witch ice shard*, *bag of holding* (type I), fey dagger

SPECIAL ABILITIES

Haste (Ex) Prig is constantly under the effects of a *haste* spell. This grants him a +1 bonus on attack rolls, AC, and Reflex saves, and an extra attack if he uses the full attack action. This ability cannot be dispelled.

Natural Invisibility (Ex) Prig is always under the effect of a *greater invisibility* spell. This effect cannot be dispelled, but Prig can suppress or resume it as a free action.

Development: If the PCs manage to recover the *witch ice shard*, Namdrin appears next to them immediately. Seizing the shard, he casually snaps it in half and kneels over the fragments, sobbing. As his tears trickle off his face and onto the fragments, they slowly begin to melt and grow, eventually expanding into the unconscious (but living) form of Tessa, his lost love. With a smile, he picks up her sleeping form and carries her into a nearby wagon, returning moments later with his twin swords, a fully charged *wand of cure light wounds*, and a determined look on his face. He hands the PCs the wand and then slowly faces each PC in turn and calmly thanks each one for restoring his life to him. Then the expression on his face turns grim and he says, "Now let us put and end to these vile creatures and drive them back to the dark shadows where they belong."



Prig

From that point on, Namdrin aids the PCs as they struggle to overcome the fey.

The Cold Rider Cometh (EL 8)

When the PCs (likely aided by Namdrin) disrupt or stop six of the eight different carnival events, the cold rider realizes that his plans for vengeance have likely come to an end. At this point he appears to challenge the PCs directly, and with his appearance, the PCs finally have a chance to put an end to the Carnival of Tears once and for all.

Striding out of the forest comes a horrifying creature of ice and bone mounted atop a rotting dead stag and clutching a tremendous icy glaive in one mighty gauntlet. Impressive antlers of jagged ice perch atop the rider's helm, putting his stag's to shame. At the center of the dread thing's frost-laden breastplate sits a crystal of pure sapphire, glittering in the dancing light cast by the souls above. The cold rider stands on the frozen ice of the river and yells his challenge: "Heroes, those who would stand against the power of ice and the might of the north, come and face me, and face death!

The cold rider meets the PCs on the frozen river, where his frostwalker and icy regeneration abilities give him the greatest advantage. The area he chooses was where the carnies were setting up the fireworks display, and several small stacks of firecrackers still litter the ground here. If the PCs set off the firecrackers, either by lighting the fuse (a full-round action) or by dealing 2 points of fire damage to the appropriate squares, the firecrackers explode, dealing 1d6 points of fire and 1d6 points of sonic damage in a 5-foot radius burst.

The ice in one section of the river adjacent to the northern bridge has been weakened by an underground spring near the riverbank. The cold rider can move over this section easily, but if anyone else weighing more than 100 pounds moves on to the weak ice it gives way. The character must make a DC 20 Reflex save or plunge into the frozen river, forcing him to make DC 15 Swim checks to keep from sinking below the ice, and taking 1d6 points of nonleathal damage per minute of exposure.

Cold Rider **CR 8**
hp 75; see Appendix.



Development: When the cold rider is defeated, the *Eye of Rapture* melts away into nothingness, and all the souls that have been imprisoned in the globes of light above the carnival wink out at once, plunging the scene into darkness. The fey withdraw into the forest. They have been defeated, for now, but the town might never recover.

CONCLUDING THE ADVENTURE

The total body count for each of the above encounters is summarized on the following chart. Determine roughly how long it took for the PCs to shut down each encounter area and then multiply the deaths per hour for each encounter by the amount of time the fey had to kill people with it. Add the results together to determine the total number of people killed. Compare that number to the descriptions on page 26 to determine the fate of the town.

Area	People Killed
CT2	60/hour
CT5	40/hour
CT6	50, then 30/hour
CT7	30/hour
CT8	100/hour
CT10	20/hour
CT14	30/hour or 10/hour
CT 15	20/hour

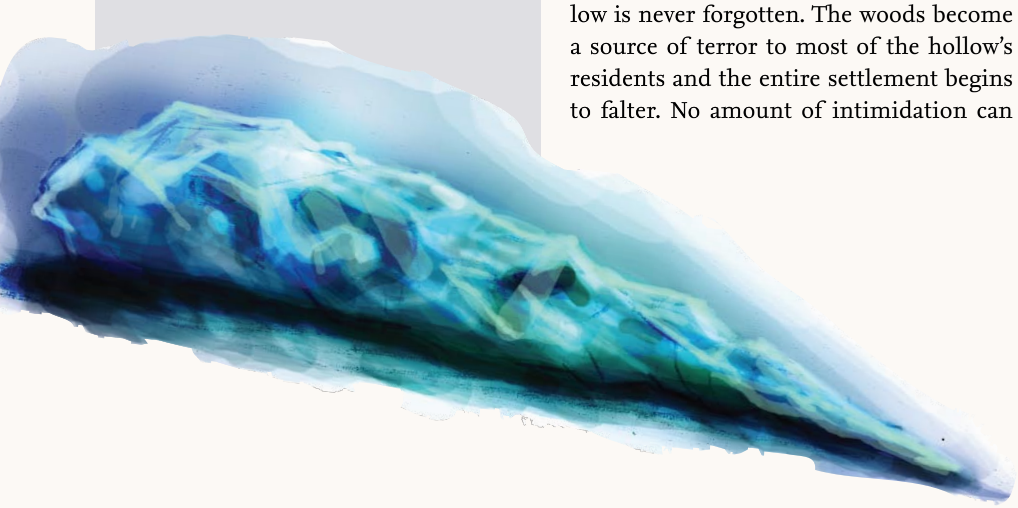
Witch Ice Shard
Aura Strong necromancy and enchantment; **CL** 17th
Slot none; **Price** lesser artifiact

DESCRIPTION

The *witch ice shard* is crafted from witch ice, a mysterious substance found only beneath the windswept reaches of Witch Queen's demesne. This glittering cerulean ice has many fell uses, but one of the Queen's favorites is as a dread prison for her foes. Once prepared by Queen, the *witch ice shard* absorbs the soul of the first non-fey to touch it as a *trap the soul* spell. Worse yet, anyone trapped within becomes fuel for the crystal's bearer, painfully consumed by the power of the shard as their new owner drains their life force away to use as they wish.

A fey creature may absorb one of the trapped creature's levels to gain an additional use of one of its daily supernatural or spell-like abilities. When the trapped creature's last level is drained, they are forever consumed and cannot be returned to life by any magic short of a *wish* or *miracle*. This particular shard possesses Tessa's soul, granting its bearer 10 levels worth of power. Each time one is used, Tessa loses a level until her soul is completely consumed.

Shattering a *witch ice shard* frees a trapped soul, who then must make a DC 15 Fortitude save for every level lost (failure results in the level drain being permanent). Unlike most artifacts, a *witch ice shard* is fragile. The crystal has a Hardness of 10, 15 hp and a Break DC of 25.



Fewer than 100 deaths: The murder toll is not extensive. The horrifying incident is not soon forgotten, but little changes in Falcon's Hollow as a result. The PCs are touted as brave heroes who averted complete disaster with their selfless act of valor. Syntira is indebted to the PCs for redeeming her lost children and gives them a fully charged *wand of lightning bolt*. (If the PCs can't use *lightning bolt*, pick another appropriate 3rd-level spell.)

100–399 deaths: Many die. Falcon's Hollow falls under a pall of mourning for months, and the town shrinks as many abandon it as an accursed place. In addition, a good number of Syntira's followers are polluted beyond redemption (forever becoming dark ice fey). Still, the PCs are heralded as heroes for preventing more death, and Syntira and her loyal followers are able to push her corrupted court members from Darkmoon Vale, banishing them as she once did their forbearers to the frozen wastes inhabited by the Witch Queen.

400–699 deaths: Families are sundered, blood and tears soak the earth and Falcon's Hollow becomes an even drearier place than before, where misery reigns unchallenged and even formerly virtuous citizens become lean predators, mistrustful of everyone they know (even the PCs). The town becomes a hateful place, where men gut each other over a copper piece and bedlam is kept at bay only by Thuldrin Kreed's iron fist, as the lumber tycoon seizes even more power in the wake of the tragedy.

700 or more deaths: Most of the township perishes in the massacre. The snow and ice melt away quickly, but the torment and slaughter visited upon Falcon's Hollow is never forgotten. The woods become a source of terror to most of the hollow's residents and the entire settlement begins to falter. No amount of intimidation can force the lumberjacks back into the shaded glens, and soon Thuldrin Kreed's empire begins to collapse. Survivors abandon Falcon's Hollow in droves, until the ramshackle settlement is little more than a ghost town, prowled by the tormented spirits who lost their lives at the Carnival of Tears (as it henceforth called). Slowly, the land heals and reclaims the stretch of ground cleared by greed and axes, but the vines and trees of Darkmoon are forever infected with evil. The fey wage a war among their own kind, and a cold spreads down from the north, even shrouding summer months in frost and wind.

Campaign Seeds : NPCs in the Aftermath

The events of *Carnival of Tears* pose serious ramifications for the entire population of Falcon's Hollow. Described below are some possible developments for a few of the NPCs.

Tessa Kelrand: Although freed from her torment, Tessa is forever changed by her harrowing experience. She becomes a cold woman, stern, and quick to judge others. She grows to despise Namdrin for his weakness of love and falling for the cold rider's duplicitous plan. She leaves the half-elf shadowdancer, regretting her involvement with him, and now seeks a companion unswayed by heady emotions—far more practical, and even iron-handed in the pursuit of law and control. She and might begin cultivating an affair with a particularly lawful PC or, worse, she is seduced by Thuldrin Kreed, who impresses her with his ruthless pursuit of power and authority and his utter lack of whimsical notions.

Namdrin Quinn: When his love leaves him, Namdrin is crushed perhaps even more than when the cold rider took her from his side. He becomes a dangerous man, as fiery as his mistress has turned cold, prone to violent outbursts and nights of drunken revelry given way to brawls and street battles. He soaks his pain in alcohol and whores, and soon ends up tied around Kabran Bloodeye's little finger, if the flesh peddler was not cut down by the PCs. If Kabran is dead, Namdrin takes his place as kingpin of Falcon's Hollow's underworld, eventually serving as a dangerous enemy to the party. He still loves Tessa fiercely, although he won't admit it and pretends to despise her. Namdrin might prove useful

to the PCs if they can focus his smoldering rage on Thuldrin Kreed; however the resultant war between the crime kingpin and lumber tycoon could very well tear apart Falcon's Hollow.

Syntira: The nymph queen is indebted to the PCs and might make one the target of her soul-shuddering affections. The queen, while noble and regal, is very demanding of her lovers and her relationship with a PC could eventually drive a wedge in the party as she commands the PC's favor and attention above even his closest allies. Additionally, Syntira and her fey are blamed for the cold rider's assault on Falcon's Hollow. Thuldrin Kreed harnesses the rage at the fey's attack on the town to galvanize his place at the helm of the town by calling upon the townsfolk to hunt down the fey and slaughter them to the last. Thuldrin has big dreams of being elected mayor of Falcon's Hollow in the settlement's first organized election, and he uses the people's hatred of the fey as a rallying point. Syntira soon finds herself under attack, and any PC known to consort with her is soon decried as a traitor.

APPENDIX : NEW MONSTERS

Cold Rider

Wisps of frosty vapor rise from this towering humanoid bedecked in silver-white armor. The frozen plates of ice covering its hulking form scrape and grate as it strides forward, a symphony of grinding screeches to shake the bones of even the most implacable foe. The thing smells of winter and wood smoke, tinged with the slow rot of a frozen dead man. Its majestic helm is crowned in a pair of enormous antlers composed entirely of dark blue ice—a twisted nest of jagged impalement emanating a cold promise of certain death. In one monstrous gauntlet it clutches an ice-razored glaive glinting like the moon on the eve of a great slaughter. Two swirling cyclones of frost loom within the cold darkness of its visor where eyes should peer forth.

Cold Rider



COLD RIDER **CR 8**

CE Medium fey (cold)

Init +9; **Senses** darkvision 60 ft., low-light vision; Listen +7, Spot +7

DEFENSE

AC 23, touch 15, flat-footed 18 (+8 armor, +5 Dex)

hp 75 (10d6+40); icy regeneration 5

Fort +7, **Ref** +12, **Will** +10

Immune cold; **SR** 15

Weaknesses fire vulnerability, sonic vulnerability, *shatter* vulnerability

OFFENSE

Spd 30 ft.

Melee *quicksilver glaive* +12 (1d10+6/×3 plus icy burst plus 1 Dex) and cerulean antlers +8 (1d6+3)

Special Attacks cerulean antlers

Spell-Like Abilities (CL 10th):

At will—*chill metal* (DC 15), *ghost sound* (DC 13), *obscuring mist, pass without trace, sleep* (DC 14), *speak with animals*

3/day—*cause fear* (DC 14), *glitterdust* (DC 15)

1/day—*freedom of movement, ice storm, wall of ice*

TACTICS

Before Combat The cold rider casts *freedom of movement.*

During Combat The cold rider uses Ride-by Attack to harry foes while remaining out of reach, casts *sleep* and *cause fear* on lesser enemies, and grapples spellcasters with his cerulean antlers.

Morale Most cold riders retreat if reduced to less than 10 hp, but those acting on specific orders of the Ice Queen fight to the bitter end rather than face her displeasure.

STATISTICS

Str 16, **Dex** 20, **Con** 18, **Int** 16, **Wis** 14, **Cha** 17

Base Atk +5; **Grp** +8 (+12 with cerulean antlers)

Feats Improved Initiative, Mounted Combat, Ride-by Attack, Weapon Focus (glaive)
Skills Balance +12, Bluff +13, Climb +8 (+10 ropes), Concentration +9, Diplomacy +15, Disguise +3 (+5 acting), Escape Artist +5 (+7 ropes), Handle Animal +8, Hide +10, Intimidate +15, Jump +10, Knowledge (arcana) +8, Listen +7, Move Silently +10, Ride +20, Sense Motive +8, Spot +7, Survival +7, Tumble +12, Use Magic Device +8, Use Rope +10
Languages Common, Elven, Sylvan
SQ frostwalker, unholy mount

SPECIAL ABILITIES

Cerulean Antlers (Su) The impressive antlers of cool blue ice atop a cold rider's helm possess a sinister life of their own. The antlers attack of their own free will with the same melee attack bonus as the rider every round. In addition, the jagged antlers may grapple foes as if the cold rider possessed the Improved Grapple feat and deal normal damage every round they maintain the grapple as they puncture and savage the enemy's body with their frozen tines. The cold rider is not considered to be grappled while its antlers hold someone and may continue to move, act, and attack normally.

Frostwalker (Su) Cold riders and their mounts take no penalties to movement on ice, no matter how slippery, and cannot be forced to make Balance checks or Reflex saves to avoid falling on icy terrain. They may climb icy surfaces as if under the effect of a *spider climb* spell.

Icy Regeneration (Su) As long as the rider or his steed is in contact with ice or snow he regenerates 5 hit points per round, even regrowing lost limbs or repairing damage to his glaive if it is sundered. The rider cannot regenerate hit points lost from fire or sonic damage, or as the result of a *shatter* spell.

Quicksilver Glaive (Su) All cold riders are gifted this potent weapon when they are created. This *+2 icy burst glaive* flows like liquid metal and numbs living targets, dealing 1 point of Dexterity damage per hit. Dexterity damage dealt in this fashion heals at a rate of 1 point of Dexterity per hour. When a non-fey grasps a cold rider's glaive it begins to dissolve slowly and is reduced to a puddle of strangely cool and useless molten metal after 1d6 minutes.

Shatter Vulnerability (Ex) A *shatter* spell deals 3d6 points of damage to a cold rider (no save) and reduces its armor bonus by 2 as its ice-crystal plates fracture and crack. The armor bonus returns when the cold rider heals the *shatter* damage normally. *Shatter* spells automatically overcome the cold rider's spell resistance.

Unholy Mount (Su) A cold rider without a mount may obtain the services of an undead stag. To create a new mount, a cold rider must hunt and kill a stag and then consume its heart. The stag then animates as an undead creature bound to the cold rider (see below). A cold rider may only command the service of one unholy mount at a time.

ECOLOGY

Environment any cold
Organization solitary, pair, or cavalry (3d6)
Treasure standard
Alignment always chaotic evil
Advancement 11–20 HD (Medium)
Level Adjustment —



Frosty Chiseler

UNHOLY MOUNT **CR —**

NE Large undead (cold)
Init +3; **Senses** darkvision 60 ft.; Listen +1, Spot +1

DEFENSE

AC 20, touch 12, flat-footed 18 (+3 Dex, +8 natural, –1 size)
hp 65 (10d12); icy regeneration 5
Fort +3, **Ref** +6, **Will** +8
Immune cold
Weakness fire vulnerability

OFFENSE

Spd 50 ft.
Melee gore +8 (1d8+4)
Space 10 ft.; **Reach** 5 ft.

TACTICS

During Combat An unholy mount is mindless and bound to the will of the cold rider. If it gets the chance, it gores adjacent foes or creatures that have been grappled by its master.
Morale An unholy mount does not flee.

STATISTICS

Str 18, **Dex** 16, **Con** —, **Int** —, **Wis** 12, **Cha** 1
Base Atk +5; **Grp** +13
SQ fell binding, frostwalker

SPECIAL ABILITIES

Frostwalker (Su) See the cold rider's entry.
Icy Regeneration (Su) See the cold rider's entry.
Fell Binding (Su) An unholy mount is bound to the fate of its cold rider master. If its master is slain, it is instantly destroyed.

Cold riders were once princes of the forest, honored knights of the Willow Kings, or otherwise powerful fey in the service of an Eternal Monarch. Brought before the Witch Queen, these noble gallants watched in horror as she plunged her cruel icicle-nails into their chests and tore out their steaming hearts before their eyes. In the gaping gore of their chest wounds, the Witch Queen packed the month-old rotting hearts of slaughtered stags, and then breathed life anew into the tortured fey with an icy kiss. A cage of frozen armor wrapped about them and they rose as wintry antlered abominations. Their songs were stolen and their love of green and beauty replaced with cold hate and undying love for the Witch Queen. The riders are her knights gallant and her favored minions in her war on the sun, the green, and all things that recoil from her freezing fingers. They delight in perversion, slaughter and the corruption of other fey. It is their solemn duty to bring fresh souls and candidates for transformation into cold

riders back to their queen's court, and they relish this charge.

Environment: The majority of the cold riders roam the tundra of Irrisen, though they are dispatched south during bouts of cold weather and the deep winter months to spread her malfeasance among the other courts of fey. They steal the souls of men for their queen and are always found in cold environs and prefer snow-laden forests, plains of frost, and frozen mountaintops.

Typical Physical Characteristics: Cold Riders are terrifying armored majesties, clad in sable cloaks of frost, a pair of almost ridiculously large crystal-blue antlers cresting their dread helms of ice and steel. They stand anywhere from 7 to 9 feet tall and their antlers easily add another 2 feet. They weigh anywhere from 200 to 300 pounds. Their icy armor is as much a part of them as their rotting stags' hearts and though the ice-steel garb appears unwieldy, scuffing and scraping as they move, it does not hinder them in the least. Their eyes and the frosty vapors rising from their powerful frames are their most fearsome features. The paired mini-whirlwinds of effervescent frost swirling in their visors can chill the hearts of most stalwarts with a frigid glance, and the vapor-fog floating from them often takes the shape of their former fair features, screaming in silent agony and twisting into malformed wisps in the rising wind.

Frosty Chiseler

This twisted little gnome with white-blue skin and a wild, red-tinged beard snarls and prances madly about, clutching a hammer in one hand and a bloody chisel in the other. A closer look reveals its huge bushy beard is not made of hair, but of living scintillating icicles as sharp as dagger-points and frosted with blood-spray from its last kill. The beard dances as madly as he, wriggling like a nest of razored ice snakes undulating to their own sinister rhythm. One of the malingering degenerate's eyes is significantly larger than the other, pulsing and bloodshot, its pupil lolling about like a ship in a storm.

FROSTY CHISELER **CR 4**

CE Small fey (cold)

Init +6; **Senses** darkvision 60 ft., low-light vision; Listen +6, Spot +6

DEFENSE

AC 21, touch 17, flat-footed 15 (+4 natural, +6 Dex, +1 size)

hp 39 (6d6+18)

Fort +5, **Ref** +11, **Will** +6

Immune cold

Weakness fire vulnerability, sonic vulnerability

OFFENSE

Spd 30 ft.

Melee mwk light hammer +11 (1d4+1 plus 1d6 cold)

Melee mwk light hammer +9 (1d4+1 plus 1d6 cold) and
mwk carver's chisel +9 (1d3+1/×3 plus 1d6 cold) and
bristle-ice beard +3 (1d4+1 plus 1d6 cold)

Ranged icicle shard +10 (1d3+1 plus 1d6 cold)

Special Attacks bristle-ice beard, brittlebones curse, frosty grasp

Spell-Like Abilities (CL 10th):
3/day— *disguise self, ice shape* (as *stone shape* but affects ice instead)
1/day—*mirror image, wall of ice*

TACTICS

Before Combat A frosty chiseler casts *mirror image.*

During Combat A frosty chiseler hurls icicle shards and levels a brittlebones curse at anyone who closes before moving in to chip them to pieces with hammer and chisel.

Morale Most frosty chiselers are cowardly and flee if reduced to 10 hp.

STATISTICS

Str 12, **Dex** 22, **Con** 16, **Int** 11, **Wis** 13, **Cha** 12

Base Atk +3; **Grp** +0

Feats Dodge, Two-Weapon Fighting, Weapon Finesse

Skills Balance +8, Bluff +7, Diplomacy +3, Disguise +9 (+11 acting, +21 with disguise self), Escape Artist +14, Hide +15, Intimidate +3, Jump +8, Listen +6, Move Silently +13, Spot +6, Tumble +13, Use Rope +6

Languages Common, Sylvan

SQ frostwalker

Gear mwk carving hammer (light hammer) and carving chisel (punching dagger)

SPECIAL ABILITIES

Bristle Ice Beard (Su) A frosty chiseler's razor-sharp ice-tined beard sprouts and juts wildly from his face and is nearly as large as he is. The vicious icy growth poses a serious threat to anyone attacking the fey in melee. An adjacent attacker must make a DC 16 Reflex save or take 1d4 points of slashing and 1d6 points of cold damage when she lands a blow against the chiseler, as his flailing oversized beard tears at her and flash freezes her flesh. The chiseler can break off sharp shards of his beard and hurl them at distant foes.

Brittlebones Curse (Su) Once per day, a frosty chiseler may target a foe within 30 feet and mutter "skin like ice, bones like glass, crack and snap and fractious smash!" The target must make a DC 14 Will save or be affected by a terrible curse that causes her to turn as brittle at delicate crystalline ice. If she takes more than a single move action each round she takes 1d6 points of damage and 1 point of Dexterity and 1 point of Strength damage as bits of her break off and she begins to fall to pieces. A DC 14 Fortitude save halves the damage and negates the ability damage but must be made every round she exerts herself. In addition she takes double damage from bludgeoning and sonic attacks. The curse lasts for one day, but can be lifted by a *remove curse* or similar magic.

Frostwalker (Su) Frosty chiselers take no penalties to movement on ice, no matter how slippery, and cannot be forced to make Balance checks or Reflex saves to avoid falling on icy terrain. They may Climb icy surfaces as if under the effect of a *spider climb* spell.

Frosty Grasp (Su) A frosty chiseler's natural attacks, as well as any weapons he wields, deal an additional 1d6 points of cold damage.

ECOLOGY

Environment any cold

Organization solitary, pair, or work crew (2d8)

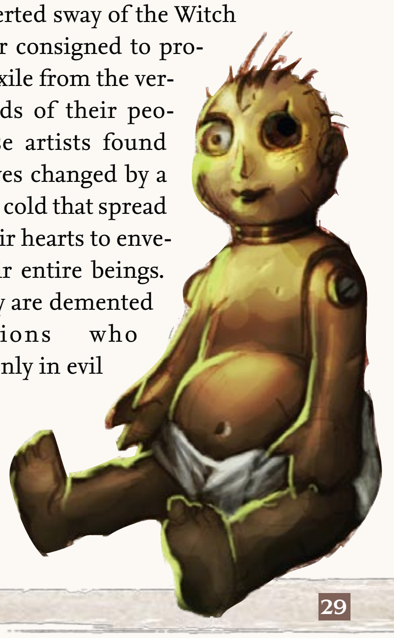
Treasure standard

Alignment always chaotic evil

Advancement 7–10 HD (Small)

Level Adjustment —

Frosty chiselers were once master craftsmen and artisans of the fey. Either under the perverted sway of the Witch Queen or consigned to prolonged exile from the verdant lands of their people, these artists found themselves changed by a creeping cold that spread from their hearts to envelope their entire beings. Now they are demented perversions who delight only in evil



acts. They still pride themselves as artists and craftsmen of unparalleled skill, but now their favorite medium is a blend of ice and mortal flesh rendered in frosty blood, pulped entrails, and scooped-out eyes.

Environment: Frosty chiselers infest the frozen hillsides on the outskirts of humanoid settlements or any other frigid locale where a steady stream of victims is available (an abandoned trading post in a well-traveled snowy mountain pass or a frozen river bed or lake where unsuspecting children frolic and skate the slick ice). A host of chiselers serve the Witch Queen in the still, blue recesses of her ice palace. There, they craft wonders and horrors beyond mortal comprehension out of blocks of ice and captive humanoids.

Typical Physical Characteristics: Frosty chiselers resemble deformed gnomes with wildly enormous beards of a thousand jutting icicles. One of their eyes is always larger than the other and peers from their head like a child's ball, riddled with bloodshot tracery. The average chiseler stands only three feet tall but weighs a hefty 100 pounds.

Dark Ice Fey

A pale bluish tiny elfin creature, less than two feet tall, scowls at you from beneath a dull gray cloak dusted with light frost.

DARK ICE BROWNIE **CR 2**

NE tiny fey (cold)

Tome of Horrors 30

Init +8; **Senses** low-light vision; Listen +8, Spot +8

DEFENSE

AC 20, touch 16, flat-footed 16 (+4 Dex, +4 natural, +2 size)

hp 7 (1d6+1); fast healing 3

Fort +1, **Ref** +6, **Will** +4

Immune cold; **SR** 16

Weakness fire vulnerability

OFFENSE

Spd 20 ft.

Melee short sword +6 (1d4–1/19–20) and claw +1 (1d3–1)

Space 2-1/2 ft.; **Reach** 2-1/2 ft.

Special Attacks frigid touch, frosty grasp

Spell-Like Abilities (CL 7th):

1/day—*confusion* (DC 17), *continual flame, dancing lights, dimension door, magic circle against good, mirror image, ventriloquism* (DC 14)

TACTICS

Before Combat Evil pranksters, dark ice brownies cast *magic circle against good,* then try to distract opponents using their remaining spell-like abilities.

During Combat Dark ice brownies avoid close combat, preferring to set-up, confuse, or divert opponents into the clutches of more powerful evil fey. If forced to fight, they bunch together and attempt to mob single opponents.

Morale Dark ice brownies are cold-hearted cowards and use *dimension door* to flee as soon as they take damage.

STATISTICS

Str 9, **Dex** 18, **Con** 13, **Int** 14, **Wis** 14, **Cha** 16

Base Atk +0; **Grp** –8

Feats Improved Initiative, Weapon Finesse

Skills Bluff +7, Craft (leatherworking) +6, Craft (metalworking) +6, Hide +16 (+21 forest), Listen +8, Move Silently +8, Search +6, Spot +8

Languages Common**,** Halfling, Sylvan

SQ frostwalker

SPECIAL ABILITIES

Frigid Touch (Su): Once per day, a dark ice brownie may make a touch attack against a foe to deal 1d6 points of Dexterity damage.

Frosty Grasp (Su): A frosty chiseler's natural attacks, as well as any weapons it wields, deal an additional 1d6 points of cold damage.

ECOLOGY

Environment any cold

Organization gang (2–4) or band (5–12)

Treasure no coins; 50% goods; 50% items

Alignment always lawful evil

Advancement 1–3 HD (Tiny)

Level Adjustment —

Under the influence of the cold rider, the frigid clutch of winter's malice entered the hearts of Syntira's fey and transformed them to ice. Now, empowered by the cold hate of the Witch Queen, her former companions are ready to exact a brutal vengeance against the people of Falcon's Hollow.



Dark Ice Brownie

Creating a Dark Ice Creature

"Dark ice creature" is an acquired template that can be added to any fey without the fire subtype (hereafter referred to as the base creature). A dark ice creature uses all of the base creature's statistics except as noted here.

Size and Type: The creature's type is unchanged, but it gains the cold subtype. Its size is unchanged.

AC: A dark ice creature's natural armor bonus improves by +4, as a layer of thick permafrost toughens its now leathery skin and coats its body with a thin but durable shell of ice.

Defensive Abilities: A dark ice creature retains the base creature's defensive abilities and gains the following.

Fast Healing (Su): As long as a dark ice creature is in contact with ice or snow it heals 3 hit points per round.

Immunity to Cold (Ex): A dark ice creature is immune to cold.

Weaknesses: A dark ice creature retains the base creature's weaknesses and gains the following.

Fire vulnerability (Ex) A dark ice creature takes 1-1/2 times as much damage from fire.

Attack: A dark ice creature grows jagged oversized icicle talons in place of fingers, paws, or hooves, and it gains two vicious claw attacks if it did not already have them.

Damage: Use the damage below or the base creature's claw damage, whichever is better.

Size	Claw Damage
Fine	1
Diminutive	1d2
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6
Gargantuan	3d6
Colossal	4d6

Special Attacks: A dark ice creature retains the base creature's special attacks and gains the ones listed below:

Frigid Touch (Su) Once per day, a dark ice creature may make a touch attack against a foe to deal 1d6 points of Dexterity damage by freezing its blood in its veins and numbing its bones.

Frosty Grasp (Su) A dark ice creature's natural attacks, as well as any weapons it wields, deal an additional 1d6 points of cold damage.

Abilities: A dark ice creature's ability scores are modified as follows: Str +2, Con +2.

Environment: Any cold.

Challenge Rating: As base creature +1.

Alignment: Always evil (any).

Level Adjustment: —



Valeros

MALE HUMAN FIGHTER 5

ALIGN NG **INIT** +7 **SPEED** 20 ft.

ABILITIES

14	STR
16	DEX
12	CON
13	INT
8	WIS
10	CHA

DEFENSE

HP 37

AC 20
touch 13, flat-footed 17

Fort +5, **Ref** +4, **Will** +0

OFFENSE

Melee *+1 longsword* +9 (1d8+3/19–20)
Melee *+1 longsword* +7 (1d8+3/19–20)
+1 shortsword +6 (1d6+2/19–20)
Ranged mwk shortbow +9 (1d6/×3)

SKILLS

Climb	+7
Intimidate	+8
Ride	+11
Swim	+4

FEATS

Combat Expertise, Improved Initiative, Power Attack, Two-Weapon Defense, Two-Weapon Fighting, Weapon Focus (longsword)

Combat Gear alchemist's fire (2), *elixir of fire breath, potion of cure moderate wounds* (2); **Other Gear** backpack, *+1 breastplate, +1 longsword,* mwk shortbow with 20 arrows, rations (6), silk rope, silver dagger, *+1 shortsword,* 157 gp



Seoni

FEMALE HUMAN SORCERER 5

ALIGN LN **INIT** +2 **SPEED** 30 ft.

ABILITIES

8	STR
14	DEX
12	CON
10	INT
13	WIS
16	CHA

DEFENSE

HP 19

AC 15
touch 13, flat-footed 13

Fort +2, **Ref** +3, **Will** +5

OFFENSE

Melee quarterstaff +1 (1d6–1)
Ranged mwk dagger +5 (1d4–1/19–20)
Spells Known (CL 5th +4 ranged touch):
2nd (5/day)—*invisibility, scorching ray*
1st (7/day)—*burning hands* (DC 16), *enlarge person, magic missile, shield*
0 (6/day)—*acid splash, detect magic, light, mage hand, prestidigitation, read magic*

SKILLS

Bluff	+11
Concentration	+12
Spellcraft	+8

FEATS

Dodge, Skill Focus (Concentration), Spell Focus (evocation)

Combat Gear *potion of cure moderate wounds,* tanglefoot bag, *wand of magic missile* (CL 3rd, 25 charges); **Other Gear** backpack, *bracers of armor +2,* everburning torch, mwk dagger, quarterstaff, rations (4), *ring of protection +1,* 243 gp



Kyra

FEMALE HUMAN CLERIC 5

ALIGN NG **INIT** –1 **SPEED** 20 ft.

ABILITIES

13	STR
8	DEX
14	CON
10	INT
16	WIS
12	CHA

DEFENSE

HP 36

AC 18
touch 9, flat-footed 18

Fort +7, **Ref** +1, **Will** +10

OFFENSE

Melee *+1 scimitar* +6 (1d6+2/18–20)
Ranged mwk lt crossbow +3 (1d8/19–20)
Special Attacks greater turning 1/day, turn undead 4/day (+3, 2d6+6)
Spells Prepared (CL 5th, +2 ranged touch):
3rd—*prayer, remove curse, searing light**
2nd—*bull's strength, heat metal** (DC 15), *lesser restoration, spiritual weapon*
1st—*bless, command* (DC 14), *cure light wounds*, remove fear, shield of faith*
0—*detect magic* (2), *light* (2), *read magic*
* domain spell (healing, sun)

SKILLS

Concentration	+10
Heal	+11
Knowledge (religion)	+8

FEATS

Iron Will, Martial Weapon Proficiency (scimitar), Weapon Focus (scimitar)

Combat Gear holy water (3), *wand of cure moderate wounds* (15 charges); **Other Gear** backpack, *+1 chainmail, cloak of resistance +1,* healer's kit, *+1 heavy steel shield,* mwk lt crossbow with 10 bolts, *+1 scimitar,* silver holy symbol (everburning torch), 96 gp



Merisiel

FEMALE ELF ROGUE 5

ALIGN CN **INIT** +4 **SPEED** 30 ft.

ABILITIES

12	STR
18	DEX
12	CON
8	INT
13	WIS
10	CHA

DEFENSE

HP 25

AC 19
touch 14, flat-footed 15

Fort +3, **Ref** +9, **Will** +3 (+2 vs enchantment)

Defensive Abilities evasion, uncanny dodge; **Immune** sleep

OFFENSE

Melee *+1 rapier* +8 (1d6+2/18–20)
Ranged dagger +7 (1d4+1/19–20)
Special Attacks sneak attack +3d6

SKILLS

Climb	+6
Disable Device	+7
Hide	+10
Jump	+8
Listen	+7
Move Silently	+10
Open Lock	+8
Search	+7
Spot	+7
Tumble	+14

FEATS

Dodge, Weapon Finesse

Combat Gear *potion of cure moderate wounds, potion of invisibility,* thunderstone; **Other Gear** *amulet of natural armor +1,* backpack, *cloak of resistance +1,* daggers (6), grappling hook, *+1 rapier,* silk rope, *+1 studded leather armor,* thieves tools, 131 gp


Menagerie of Freaks
Carnie Wagon
Sword Swallower
Mainstage
Baby in a Jar
Carnie Wagon
Fat Lady
Ringmaster's Wagon
Main Dressing Room
Sleeping Tent
Pinhead's Wagon
N
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One square = 5 feet




Blind Peepshow
CT7b
Girls Wagon
CT7
CT7a
Private Tents
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One square = 5 feet

IT'S ALL FUN AND GAMES UNTIL SOMEONE LOSES HIS SOUL

GameMastery Module

E1: Carnival of Tears



On the eve of a terrible winter, the carnival arrives in Falcon's Hollow, bringing with it one last chance for fun before the long cold nights to come. But when mirth turns to murderous mayhem, only the heroes can stop the terror-filled ride.

Carnival of Tears is an event-based adventure for 5th-level characters compatible with the world's most popular fantasy roleplaying game. This adventure includes details on all of the carnival's many attractions, both playful and deadly, as well as the shadowy assailants bent on slaughtering the townsfolk.

This adventure is set in Falcon's Hollow, a small town nestled near the boughs of the Darkmoon Vale. This area is also the site of *GameMastery Module D1: Crown of the Kobold King*, available online or from your favorite local game store.

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